

**NEW ISSUE-Book-Entry Only**

**RATINGS: Fitch Ratings "AAA"  
Moody's "Aa2"  
Standard & Poor's "AA+"  
See "OTHER INFORMATION – Ratings"**

*In the opinion of Bond Counsel interest on the Bonds is excludable from gross income for federal income tax purposes under existing law and the Bonds are not private activity bonds. See "Tax Matters" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations.*

**THE BONDS WILL NOT BE DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS.**

**\$21,515,000  
CITY OF ARLINGTON, TEXAS  
(Tarrant County, Texas)  
Water and Wastewater System Revenue and Refunding Bonds, Series 2010**

**Dated: June 15, 2010**

**Due: June 1, as shown on inside of cover page**

**PAYMENT TERMS...**Interest on the \$21,515,000 City of Arlington, Texas, Water and Wastewater System Revenue and Refunding Bonds, Series 2010 (the "Bonds") will accrue from June 15, 2010 (the "Dated Date") and will be payable on June 1 and December 1 of each year commencing December 1, 2010 until maturity or prior redemption, and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The definitive Bonds will be initially registered and delivered only to Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC") pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof within a maturity. No physical delivery of the Bonds will be made to the owners thereof. Principal of and interest on the Bonds, will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the Beneficial Owners of the Bonds. See "THE BONDS - Book-Entry-Only System" herein. The initial Paying Agent/Registrar is Wells Fargo Bank N.A., Austin, Texas (see "THE BONDS - Paying Agent/Registrar").

**AUTHORITY FOR ISSUANCE...**The Bonds are issued as special obligations of the City of Arlington, Texas (the "City"), issued on parity with the currently Outstanding Bonds (as hereinafter defined). The Bonds are being issued pursuant to the general laws of the State of Texas, particularly Chapters 1207 and 1502, Texas Government Code, as amended, Article XIII, Section 1 of the City's Home Rule Charter and an ordinance passed by the City Council (the "Ordinance"). The Bonds are special obligations of the City, and together with the Outstanding Bonds and any Additional Bonds, are payable, both as to principal and interest, solely from and secured by a first lien on and pledge of the Net Revenues (as defined in the Ordinance) of the Water and Wastewater System (the "System"). The Bonds shall not be a charge upon any other income or revenues of the City and shall never constitute an indebtedness or pledge of the general credit or taxing powers of the City. The Ordinance does not create any lien or mortgage on the System and any judgment against the City may not be enforced by the levy and execution against the property owned by the City.

**PURPOSE...**The proceeds from the sale of the Bonds are being used to provide funds to (i) improve and extend the System; (ii) refund a portion of the City's outstanding water and wastewater system revenue debt (the "Refunded Bonds") described in Schedule I to achieve debt service savings; and (iii) to pay costs of issuance associated with the sale of the Bonds.

**OPTIONAL REDEMPTION...**The City reserves the right, at its option, to redeem Bonds having stated maturities on and after June 1, 2021, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on June 1, 2020, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see "THE BONDS – Optional Redemption").

**LEGALITY...**The Bonds are offered for delivery when, as and if issued and received by the Underwriters and subject to the approving opinion of the Attorney General of Texas and the opinion of Vinson & Elkins L.L.P., Dallas, Texas (see Appendix C, "Form of Bond Counsel's Opinion"). Certain matters will be passed upon for the Underwriters by their counsel, Andrews Kurth LLP, Austin, Texas.

**DELIVERY...**It is expected that the Bonds will be available for delivery through DTC on July 20, 2010.

**MORGAN KEEGAN & COMPANY, INC.**

**BofA MERRILL LYNCH**

**FIRST SOUTHWEST COMPANY**

**SIEBERT BRANDFORD SHANK & CO LLC**

## Maturity Schedule

(June 1)					(June 1)				
Maturity	Principal	Interest	Initial Yield	CUSIP <sup>(1)</sup>	Maturity	Principal	Interest	Initial Yield	CUSIP <sup>(1)</sup>
2011	\$ 585,000	3.000%	0.650%	04184KGR0	2021	\$ 1,245,000	5.000%	3.480%	04184KHB4 <sup>(2)</sup>
2012	1,615,000	4.000%	0.780%	04184KGS8	2022	490,000	4.000%	3.690%	04184KHC2 <sup>(2)</sup>
2013	2,415,000	4.000%	1.200%	04184KGT6	2023	490,000	4.000%	3.830%	04184KHD0 <sup>(2)</sup>
2014	2,405,000	4.000%	1.570%	04184KGU3	2024	490,000	4.000%	3.910%	04184KHE8 <sup>(2)</sup>
2015	1,350,000	2.000%	1.930%	04184KGV1	2025	490,000	4.000%	4.000%	04184KHF5
2016	1,325,000	2.500%	2.350%	04184KGW9	2026	490,000	4.000%	4.050%	04184KHG3
2017	1,305,000	3.000%	2.680%	04184KGX7	2027	490,000	4.000%	4.120%	04184KHH1
2018	1,290,000	4.000%	2.940%	04184KGY5	2028	490,000	4.000%	4.190%	04184KHJ7
2019	1,275,000	3.000%	3.170%	04184KGZ2	2029	490,000	4.125%	4.260%	04184KHK4
2020	2,300,000	4.000%	3.330%	04184KHA6	2030	485,000	4.250%	4.330%	04184KHL2

**(Accrued interest from June 15, 2010 to be added)**

- <sup>(1)</sup> CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC on behalf of the American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. Neither the City nor the Financial Advisor is responsible for the selection or correctness of the CUSIP numbers set forth herein.
- <sup>(2)</sup> Yield calculated based upon the assumption that the Bonds designated and sold at a premium will be redeemed on June 1, 2020, the first optional redemption date for the Bonds, at a redemption price of par plus accrued interest to the redemption date.

*This Official Statement, which includes the cover page, schedules and the Appendices hereto, does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer, solicitation or sale.*

*No dealer, broker, salesperson or other person has been authorized to give information or to make any representation other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the City or the Underwriters. This Official Statement, including the appendices and cover page thereto, does not constitute an offer to sell the Bonds in any jurisdiction to any person to whom it is unlawful to make such offer in such jurisdiction.*

*The information set forth herein has been obtained from the City and other sources believed to be reliable, but such information is not guaranteed as to accuracy or completeness and is not to be construed as the representation, promise or guarantee of the Financial Advisor or the Underwriters. Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City or other matters described herein since the date hereof. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.*

*Neither the City, its Financial Advisors nor the Underwriters make any representation as to the accuracy, completeness, or adequacy of the information supplied by the Depository Trust Company for use in this Official Statement.*

*The Bonds are exempt from registration with the Securities and Exchange Commission and consequently have not been registered therewith. The registration, qualification, or exemption of the Bonds in accordance with applicable securities law provisions of the jurisdiction in which the Bonds have been registered, qualified, or exempted should not be regarded as a recommendation thereof.*

*The cover page contains certain information for general reference only and is not intended as a summary of this offering. Investors should read the entire Official Statement, including all schedules and appendices attached hereto, to obtain information essential to making an informed investment decision.*

*The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.*

**IN CONNECTION WITH THE OFFERING OF THE BONDS, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME**

**THIS OFFICIAL STATEMENT CONTAINS "FORWARD-LOOKING" STATEMENTS WITHIN THE MEANING OF SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. SUCH STATEMENTS MAY INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE AND ACHIEVEMENTS TO BE DIFFERENT FROM THE FUTURE RESULTS, PERFORMANCE AND ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED THAT THE ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN THE FORWARD-LOOKING STATEMENTS. SEE "OTHER INFORMATION – FORWARD LOOKING STATEMENTS DISCLAIMER."**

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## OFFICIAL STATEMENT SUMMARY

This summary is subject in all respects to the more complete information and definitions contained or incorporated in this Official Statement. The offering of the Bonds to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this data page from this Official Statement or to otherwise use it without the entire Official Statement.

<b>THE CITY</b> .....	The City of Arlington, Texas (the "City"), is located at the center of the Dallas-Fort Worth Metroplex, between Dallas and Fort Worth and eight miles south of the Dallas/Fort Worth International Airport. The City, which encompasses 99.4 square miles operates under a Council/Manager form of government (see "INTRODUCTION – Description of the City").
<b>THE BONDS</b> .....	The \$21,515,000 City of Arlington, Texas, Water and Wastewater System Revenue and Refunding Bonds, Series 2010, dated June 15, 2010, are issued as serial bonds maturing on June 1 in each of the years 2011 through 2030. (see "THE BONDS - Description of the Bonds").
<b>PAYMENT OF INTEREST</b> .....	Interest on the Bonds accrues from June 15, 2010 and will be paid on December 1, 2010, and on each June 1 and December 1 thereafter until the earlier of maturity or prior redemption. (See "THE BONDS - Description of the Bonds" and "THE BONDS – Optional Redemption").
<b>AUTHORITY FOR ISSUANCE</b> .....	The Bonds are being issued pursuant to the general laws of the State of Texas, particularly Chapters 1207 and 1502, Texas Government Code, as amended, Article XIII, Section 1 of the City's Home Rule Charter and an ordinance (the "Ordinance") passed by the City Council. (See "THE BONDS – Authority for Issuance").
<b>SECURITY FOR THE BONDS</b> .....	<p>The Bonds, together with certain outstanding previously issued bonds (the "Outstanding Bonds") and any additional parity bonds which may be issued in the future (the "Additional Bonds"), constitute special obligations of the City payable as to principal and interest solely from and secured by a pledge of and a first lien on the Net Revenues of the City's Water and Wastewater System (the "System") (see "SELECTED PROVISIONS OF THE ORDINANCE – Definitions").</p> <p><b>The Bonds are not general obligations of the City, Tarrant County or the State of Texas. Neither the full faith and credit nor the taxing power of the City, Tarrant County or the State of Texas is pledged to the payment of the Bonds.</b></p>
<b>OPTIONAL REDEMPTION</b> .....	The City reserves the right, at its option, to redeem Bonds having stated maturities on and after June 1, 2021, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on June 1, 2020, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see "THE BONDS – Optional Redemption").
<b>TAX EXEMPTION</b> .....	In the opinion of Bond Counsel, the interest on the Bonds will be excludable from gross income for federal income tax purposes under existing law, and the Bonds are not private activity Bonds. See "TAX MATTERS – Tax Exemption" herein for a discussion of the opinion of Bond Counsel, including a description of the alternative minimum tax consequences on corporations.
<b>USE OF PROCEEDS</b> .....	The proceeds from the sale of the Bonds are being used to provide funds to (i) improve and extend the System; (ii) refund a portion of the City's outstanding water and wastewater system revenue debt (the "Refunded Bonds") described in Schedule I to achieve debt service savings; and (iii) to pay costs of issuance associated with the sale of the Bonds.
<b>RATINGS</b> .....	<p>The Bonds are rated "Aa2" Moody's Investors Service, "AA+" by Standard and Poor's and "AAA" by Fitch Ratings. The City's presently outstanding System revenue supported debt has an underlying rating of "Aa2" by Moody's, "AA+" by S&amp;P and "AAA" by Fitch. (see "OTHER INFORMATION – Ratings").</p> <p>Moody's and Fitch have recently recalibrated their long-term municipal ratings to their global rating scales.</p> <p>Information regarding Moody's recalibration may be found on Moody's website at <a href="http://v3.moodys.com/researchdocumentcontentpage.aspx?docid=PBM_PBM123300">http://v3.moodys.com/researchdocumentcontentpage.aspx?docid=PBM_PBM123300</a>.</p> <p>Information regarding Fitch's recalibration may be found on Fitch's website at <a href="http://www.fitchratings.com/creditedesk/reports/report_frame.cfm?rpt_id=506212">http://www.fitchratings.com/creditedesk/reports/report_frame.cfm?rpt_id=506212</a>.</p>

**BOOK-ENTRY-ONLY**

**SYSTEM** ..... The definitive Bonds will be initially registered and delivered only to Cede & Co., the nominee of DTC pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof within a maturity. No physical delivery of the Bonds will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the beneficial owners of the Bonds (see "THE BONDS - Book-Entry-Only System").

**PAYMENT RECORD** ..... The City has never defaulted on its revenue obligations and has not defaulted on its bonds payable from ad valorem taxation since 1935, when all such bonds were refunded at par with a reduction in interest rate.

**NOT QUALIFIED TAX-EXEMPT OBLIGATION** ..... The City will NOT designate the bonds as "Qualified Tax-Exempt Obligations" for financial institutions.

**SELECTED FINANCIAL INFORMATION**

Fiscal Year Ended	Estimated Population	Water Usage			Total Water Pumped <sup>(2)</sup>	Net Revenue Available For Debt Service	Annual Debt Service Requirements	Coverage of Debt
		Average Day Usage <sup>(1)</sup>	Peak Day Usage <sup>(1)</sup>					
2005	361,300	57.49	95.41	20,984	\$ 38,183,000	\$ 14,115,000	2.71X	
2006	362,393	67.26	116.72	24,545	41,748,000	14,500,000	2.88X	
2007	364,300	51.52	86.04	18,434	29,427,000	13,139,000	2.24X	
2008	369,150	57.23	109.49	20,888	46,294,000	12,422,000	3.73X	
2009	370,450	59.54	115.20	21,734	44,588,000	13,926,000	3.20X	

<sup>(1)</sup> Listed in millions of gallons per day.

<sup>(2)</sup> Listed in millions of gallons.

**CITY OFFICIALS, STAFF AND CONSULTANTS**

**ELECTED OFFICIALS**

<b>City Council</b>	<b>Length of Service</b>	<b>Term Expires</b>	<b>Occupation</b>
Robert Cluck, M.D. Mayor	10 years <sup>(1)</sup>	May, 2011	Doctor
Mel LeBlanc Council Member	3 years	May, 2012	Account Manager
Sheri Capehart Council Member	8 years <sup>(2)</sup>	May, 2012	Computer Security Analyst, Retired
Robert Rivera Council Member	4 years <sup>(2)</sup>	May, 2011	Real Estate Developer
Kathryn Wilemon Mayor Pro Tem	6 years	May, 2011	Community Volunteer
Lana Wolff Council Member	6 years	May, 2011	Community Volunteer
Gene Patrick Council Member	6 years	May, 2011	Small Business Owner
Robert Shepard Council Member	2 years	May, 2012	Attorney
Jimmy Bennett Council Member	2 years	May, 2012	Certified Public Accountant

<sup>(1)</sup> Served as Council member from May 2000 to May 2003 and elected Mayor in May 2004.

<sup>(2)</sup> Served as Council member from May 1999 to May 2003.

**SELECTED ADMINISTRATIVE STAFF**

<b>Name</b>	<b>Position</b>	<b>Years of Employment with City</b>
Jim Holgersson	City Manager	5
Fiona Allen	Deputy City Manager – Capital Investment and Economic Development	20
Gilbert Perales	Deputy City Manager – Strategic Support	4
Trey Yelverton	Deputy City Manager – Neighborhood Services	17
April Nixon	Director, Finance and Management Resources	18
Jay Doegey	City Attorney	24
Karen Barlar	City Secretary	18

**CONSULTANTS, ADVISORS AND INDEPENDENT AUDITORS**

Independent Auditors Deloitte & Touche LLP, Dallas, Texas

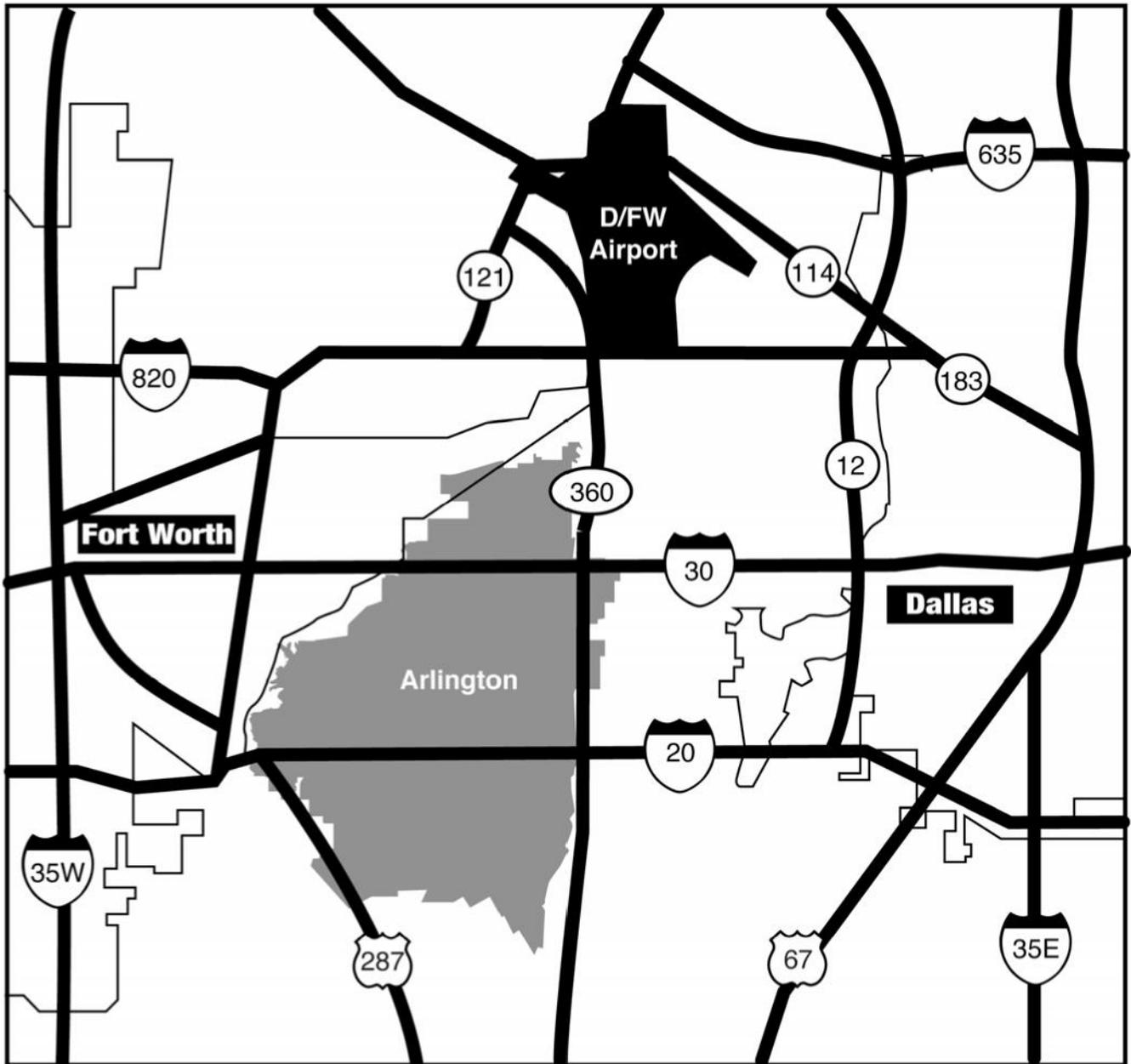
Bond Counsel Vinson & Elkins L.L.P., Dallas Texas

Financial Advisor Estrada Hinojosa & Company, Inc., Dallas, Texas

For additional information regarding the City, please contact:

Ms. April Nixon Mr. Mike Finley City of Arlington 101 W. Abram Street, 3 <sup>rd</sup> Floor Arlington, Texas (817) 459-6100	or	Mr. Larry Jordan Ms. Nicole Roberts Estrada Hinojosa & Company, Inc. 1717 Main Street, Suite 4700 Dallas, Texas 75201 (214) 658-1670
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# Dallas/Fort Worth/Arlington Metropolitan Area



## OFFICIAL STATEMENT

### RELATING TO

**\$21,515,000**

**CITY OF ARLINGTON, TEXAS**

**(Tarrant County, Texas)**

**Water and Wastewater System Revenue and Refunding Bonds, Series 2010**

### INTRODUCTION

This Official Statement, which includes the Schedules and Appendices hereto, provides certain information regarding the issuance of \$21,515,000 City of Arlington, Texas Water and Wastewater System Revenue and Refunding Bonds, Series 2010 (the "Bonds"). Capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Ordinance (hereinafter defined) authorizing the issuance of the Bonds, except as otherwise indicated herein. Reference is made to "Selected Provisions of the Ordinance" which contains defined terms and selected provisions of the Ordinance that are summarized under "The Bonds."

All financial and other information presented in this Official Statement has been provided by the City from its records, except for information expressly attributed to other sources. The presentation of information, including tables of receipts from taxes and other sources, is intended to show recent historic information and is not intended to indicate future or continuing trends in the financial position or other affairs of the City. No representation is made that past experience, as is shown by that financial and other information, will necessarily continue or be repeated in the future (see "FORWARD-LOOKING STATEMENTS").

**DESCRIPTION OF THE CITY...**The City of Arlington, Texas (the "City"), is located at the center of the Dallas-Fort Worth Metroplex, between Dallas and Fort Worth and eight miles south of the Dallas/Fort Worth International Airport. The City, which encompasses 99.4 square miles, had a 2000 census population of 332,969. The City's Planning and Development Services Department estimates the current population of the City to be 367,987 residents. The City operates under a Council/Manager form of government and provides the following services to the citizens of the City: public safety (police and fire), public works, public welfare, parks and recreation, public health, water and wastewater utilities, and general administrative services. The City operates its water and wastewater system and its sanitary landfill operation as self supporting enterprise funds.

**DESCRIPTION OF THE SYSTEM...**The City's Water and Wastewater System (the "System") serves a 98.7 square mile area which is relatively coterminous with the corporate boundaries of the City. Administered and managed by the Arlington Water Utilities Department, the System serves approximately 148,432 water utility units.

The City owns and has water rights in Lake Arlington and contracts for additional water supply with the Tarrant Regional Water District ("TRWD"). TRWD provides the City water from the Cedar Creek, Richland Chambers and Benbrook Reservoirs.

Approximately 1,286 miles of sanitary sewer mains ranging in size from six to seventy-two inches comprise the wastewater collection system that services all developed areas within the City limits. Although the City owns and maintains an extensive wastewater collection system, it does not treat its own sewage. The wastewater produced in the City is treated by the Trinity River Authority's Central Regional Wastewater Treatment Plant. (See "The System" herein for a detailed description of the System.)

### PLAN OF FINANCING

**PURPOSE...**The proceeds from the sale of the Bonds are being used to provide funds to (i) improve and extend the System; (ii) refund a portion of the City's outstanding water and wastewater system revenue debt (the "Refunded Bonds") described in Schedule I to achieve debt service savings; and (iii) to pay costs of issuance associated with the sale of the Bonds.

**REFUNDED BONDS...**Upon delivery of the Bonds the Ordinance provides that the City will deposit a portion of the proceeds from the sale of the Bonds with Wells Fargo Bank N.A., Austin, Texas (the "Escrow Agent") pursuant to a certain Escrow Agreement (the "Escrow Agreement"). The amount of Bond proceeds so deposited, when added to other lawfully available funds contributed by the City, if any, will be sufficient to accomplish the discharge and final payment of the Refunded Bonds on their redemption dates. Such funds will be held by the Escrow Agent in a special escrow account (the "Escrow Fund") and a portion of such funds in the Escrow Fund will be used to purchase direct obligations of the United States of America or of any of its Agencies, or such obligations fully guaranteed by the United States of America or its Agencies (the "Federal Securities"). Under the Escrow Agreement, the Escrow Fund is irrevocably pledged to the payment of principal of and interest on the Refunded Bonds and amounts therein will not be available to pay the Bonds.

Grant Thornton LLP, a national recognized accounting firm, will verify at the time of delivery of the Bonds to the Underwriters thereof the mathematical accuracy of the schedules that demonstrate the Federal Securities will mature and pay interest in such amounts which, together with uninvested funds, if any, in the Escrow Fund, will be sufficient to pay, when due, the principal of and interest on certain of the Refunded Bonds. **Such maturing principal of and interest on the Federal Securities will not be available to pay the Bonds.** (See "Other Information – Verification of Arithmetical and Mathematical Computations").

By deposit of the Federal Securities, cash, and bond proceeds as described above, with the Escrow Agent pursuant to the Escrow Agreement, the City will have affected the defeasance of all of the Refunded Bonds in accordance with Texas law and the ordinances authorizing the Refunded Bonds. It is the opinion of Bond Counsel that as a result of such defeasance and in reliance upon the report of Grant Thornton LLP, the Refunded Bonds will be outstanding only for the purpose of receiving payments from the Federal Securities and any cash held for such purpose by the Escrow Agent and such Refunded Bonds will not be deemed as being outstanding obligations of the City, and the obligations of the City to make payments in support of the debt service on such Refunded Bonds will be extinguished.

The City has covenanted in the Escrow Agreement to make timely deposits to the Escrow Fund, from lawfully available funds, of any additional amounts required to pay the principal of and interest on the Refunded Bonds, if for any reason the cash balances on deposit or scheduled to be on deposit in the Escrow Fund are insufficient to make such payment.

**SOURCES AND USES OF PROCEEDS...**

Sources:	
Par amount of the Bonds	\$ 21,515,000.00
Accrued Interest	77,422.92
Net Premium	908,454.55
Total Sources of Funds	<u>\$ 22,500,877.47</u>
Uses:	
Deposit to Project Fund	\$ 9,900,000.00
Deposit to Escrow Fund	12,232,507.56
Deposit to Debt Service Fund	77,422.92
Total Underwriters' Discount	123,500.70
Costs of Issuance	167,446.29
Total Uses of Funds	<u>\$ 22,500,877.47</u>

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## THE BONDS

**DESCRIPTION OF THE BONDS...** The Bonds are dated June 15, 2010 (the "Dated Date"), and mature on June 1 in each of the years and in the amounts shown on page ii hereof. Interest will accrue from the Dated Date and will be computed on the basis of a 360-day year of twelve 30-day months, and will be payable on June 1 and December 1, commencing December 1, 2010 until maturity or prior redemption. The definitive Bonds will be issued only in fully registered form in any integral multiple of \$5,000 for any one maturity and will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. **No physical delivery of the bonds will be made to the owners thereof.** Principal of and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See "The Bonds – Book-Entry-Only System" herein.

**AUTHORITY FOR ISSUANCE...**The Bonds are issued as special obligations of the City, and are being issued pursuant to the general laws of the State of Texas, particularly Chapters 1207 and 1502, Texas Government Code, as amended, Article XIII, Section 1 of the City's Home Rule Charter and an ordinance (the "Ordinance") passed by the City Council, and are special obligations of the City of Arlington, Texas (the "City"), payable, both as to principal and interest, solely from and secured by a first lien on and pledge of the Net Revenues of the Water and Wastewater System (the "System").

**SECURITY AND RATE COVENANT...**The Bonds, together with certain outstanding previously issued bonds (the "Outstanding Bonds") and any additional parity bonds which may be issued in the future (the "Additional Bonds"), constitute special obligations of the City payable as to principal and interest solely from and secured by a pledge of and a first lien on the Net Revenues of the System (see "SELECTED PROVISIONS OF THE ORDINANCE - Definitions"). **The Bonds are not general obligations of the City, Tarrant County or the State of Texas. Neither the full faith and credit nor the taxing power of the City, Tarrant County or the State of Texas is pledged to the payment of the Bonds.**

The City Council has covenanted in the Ordinance that it will maintain and collect charges for the use of the facilities and the services afforded by the System sufficient to pay all operation, maintenance, depreciation, replacement and betterment charges of the System, establish and maintain the Interest and Sinking Fund and Reserve Fund required for the Outstanding Bonds, the Bonds, and any Additional Bonds, and to produce Net Revenues each year in an amount not less than 1.25 times the average annual principal and interest requirements of the Outstanding Bonds, the Bonds and any Additional Bonds from time to time outstanding.

The City currently has Outstanding Bonds secured by and payable from Net Revenues on parity with the Bonds as follows:

Issue	Dated Date	Outstanding Debt
Water & Wastewater System Revenue Bonds, Series 2001 <sup>(1)</sup>	3/1/2001	\$ 2,080,000
Water & Wastewater System Revenue Bonds, Series 2002 <sup>(2)</sup>	3/1/2002	2,430,000
Water & Wastewater System Revenue Refunding Bonds, Series 2003	2/15/2003	6,360,000
Water & Wastewater System Revenue Bonds, Series 2004	2/15/2004	11,050,000
Water & Wastewater System Revenue Bonds, Series 2005	3/1/2005	13,420,000
Water & Wastewater System Revenue Bonds, Series 2007	7/15/2007	21,600,000
Water & Wastewater System Revenue Bonds, Series 2008	6/15/2008	36,100,000
Water & Wastewater System Revenue Refunding Bonds, Series 2009	4/15/2009	13,760,000

<sup>(1)</sup> Excludes \$4,155,000 of the outstanding Series 2001 Bonds being refunded by the Bonds. Preliminary, subject to change.

<sup>(2)</sup> Excludes \$7,260,000 of the outstanding Series 2002 Bonds being refunded by the Bonds. Preliminary, subject to change.

**DEBT SERVICE RESERVE FUND...**The City has covenanted that it will maintain in the Reserve Fund an amount equal to not less than the average annual principal and interest requirements on the Outstanding Bonds, the Bonds and any Additional Bonds from time to time outstanding (the "Reserve Fund Requirement"), and that upon the issuance of Additional Bonds, it will increase, if necessary, and accumulate such Reserve Fund Requirement in not more than 60 months from the date of such Additional Bonds. Following delivery of the Bonds, the City will accumulate additional funds into the Reserve Fund, if necessary, to meet the Reserve Fund Requirement for the Bonds and the Outstanding Bonds. (See "SELECTED PROVISIONS OF THE ORDINANCE - Various Funds.")

**OPTIONAL REDEMPTION...**The City has reserved the right at its option to redeem the Bonds scheduled to mature on and after June 1, 2021 prior to their scheduled maturities, in whole or in part, on June 1, 2020, or on any date thereafter, at par plus accrued interest to the date fixed for redemption in principal amounts of \$5,000 or any integral multiple thereof. If less than all of the Bonds are to be redeemed the City reserves the right to determine the maturity or maturities and the amounts thereof to be redeemed and if less than a maturity is to be redeemed, the Paying Agent/Registrar (or DTC while the Bonds are in Book-Entry-Only form) shall determine by lot

or other method that results in random selection, which of the Bonds of such maturities, or portions thereof, shall be redeemed. If any Bond (or portion of the principal amount thereof) shall have been called for redemption and notice of such redemption shall have been given, such Bonds (or the principal amount thereof to be redeemed) shall become due and payable on such redemption date and interest thereon shall cease to accrue from and after the redemption date, provided funds for the payment of the redemption price and accrued interest thereon are held by the Paying Agent/Registrar on the redemption date.

**NOTICE OF REDEMPTION...**Not less than 30 days prior to any redemption date, the Paying Agent/Registrar shall cause a notice of redemption to be sent by United States mail, first class postage prepaid, to each Owner of a Bond to be redeemed in whole or in part at the address of the Owner as shown on the records of the Paying Agent/Registrar at the close of business on the business day next preceding the date of mailing such notice. The City reserves the right, in the case of an optional redemption, to give notice of its election or direction to redeem Bonds conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date, or (ii) that the City retains the right to rescind such notice at any time on or prior to the scheduled redemption date if the City delivers a certificate of the City to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice, and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Owners. Any Bonds subject to conditional redemption if such redemption has been rescinded shall remain Outstanding, and the rescission of such redemption shall not constitute an Event of Default. Further, in the case of a conditional redemption, the failure of the City to make moneys and/or authorized securities available in part or in whole on or before the redemption date shall not constitute an Event of Default.

ANY NOTICE SO MAILED SHALL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN, WHETHER OR NOT THE REGISTERED OWNER RECEIVES SUCH NOTICE. NOTICE HAVING BEEN SO GIVEN, THE BONDS CALLED FOR REDEMPTION SHALL BECOME DUE AND PAYABLE ON THE SPECIFIED REDEMPTION DATE, AND NOTWITHSTANDING THAT ANY BOND OR PORTION THEREOF HAS NOT BEEN SURRENDERED FOR PAYMENT, INTEREST ON SUCH BOND OR PORTION THEREOF SHALL CEASE TO ACCRUE.

**DEFEASANCE...** The City may discharge its obligations to the registered owners of any or all of the Bonds to pay principal, interest and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either by (i) depositing with the Comptroller of Public Accounts of the State of Texas a sum of money equal to the principal of, premium if any, and all interest to accrue on the Bonds to maturity or prior redemption or (ii) by depositing with a paying agent, or other authorized escrow agent, amounts sufficient to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (c) noncallable obligations of a state or an agency or a county, municipality or other political subdivision of a state that have been refunded and that are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent.

Under current state law, after such deposit as described above, such bonds shall no longer be regarded as outstanding or unpaid. After firm banking and financial arrangements for the discharge and final payment or redemption of the Bonds have been made as described above, all rights of the City to initiate proceedings to call the Bonds for redemption or take any other action amending the terms of the Bonds are extinguished; provided, however, that the right to call the Bonds for redemption is not extinguished if the City: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call the Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of the Bonds immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

There is no assurance that the current law will not be changed in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds. Because the Ordinance does not contractually limit such investments, registered owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under Texas law.

**BOOK-ENTRY-ONLY SYSTEM ...***This section describes how ownership of the Bonds is to be transferred and how the principal of, premium, if any, and interest on the Bonds are to be paid to and credited by The Depository Trust Company ("DTC"), New York, New York, while the Bonds are registered in its nominee name. **The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The City and the Underwriter believe the source of such information to be reliable, but take no responsibility for the accuracy or completeness thereof.***

*The City and the Underwriters cannot and do not give any assurance that (1) DTC will distribute payments of debt service on the Bonds, or redemption or other notices, to DTC Participants, (2) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Bonds), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in this Official Statement. The current rules applicable to DTC are on file with the Securities and Exchange Commission, and the current procedures of DTC to be followed in dealing with DTC Participants are on file with DTC.*

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, the National Securities Clearing Corporation, and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTC is owned by the users of its registered securities. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org).

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payment of redemption proceeds and principal and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or Paying Agent/Registrar, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, Paying Agent/Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal, and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, certificates will be printed and delivered.

Use of Certain Terms in Other Section of this Official Statement. In reading this Official Statement it should be understood that while the Bonds are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners should be read to include the person for which the Participant acquires an interest in the Bonds, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the Ordinance will be given only to DTC.

Information concerning DTC and the Book-Entry-Only System has been obtained from DTC and is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by the City, the Financial Advisor or the Underwriters.

Effect of Termination of Book-Entry-Only System. In the event the Book-Entry-Only System with respect to the Bonds is discontinued by DTC, or the use of the Book-Entry-Only System with respect to the Bonds is discontinued by the City, printed certificates will be issued to the respective holders of the Bonds, as the case may be, and the respective Bonds will be subject to transfer, exchange, and registration provisions as set forth in the Ordinance, summarized under "THE BONDS- Registration" below.

In the event the Bonds are no longer in the book-entry form at DTC, if less than all the Bonds are to be redeemed by the City, the City shall determine the maturity or maturities and the amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call by lot within a maturity the Bonds or portions thereof to be redeemed.

**REGISTRATION...Registration and Payment.** The Bonds will be initially issuable only in the name of Cede & Co., as nominee of DTC which will act as securities depository for the Bonds. Principal and semiannual interest on the Bonds will be paid by the Paying Agent/Registrar to Cede & Co., as nominee for DTC, which shall disburse such payments to the DTC Participants who will distribute such payments to the Beneficial Owners as described herein.

For so long as DTC is the securities depository for the Bonds, then "Owner" shall refer solely to DTC. In the event that DTC is no longer the securities depository for the Bonds, the term "Owner" shall refer to a successor securities depository or the Beneficial Owners of the Bonds which are shown as registered Owners on the registration books of the Paying Agent/Registrar. Principal of the Bonds will be payable to the Owner at maturity or prior redemption upon presentation to the Paying Agent/Registrar. Interest on the Bonds will be payable by check, dated as of the interest payment date, and mailed by the Paying Agent/Registrar to the Owners as shown on the records of the Paying Agent/Registrar on the fifteenth calendar day of the month preceding such interest payment date (the "Record Date"), or by such other customary banking arrangements, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the Owner. If the date for the payment of the principal or interest on the Bonds shall be a Saturday, Sunday, a legal holiday, or a day on which banking institutions in the city where the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day on which banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due.

**Future Registration.** In the event that DTC is no longer the securities depository for the Bonds and a successor securities depository is not appointed by the City, the Bonds may be transferred, registered and assigned only on the registration books of the Paying Agent/Registrar and such registration shall be at the expense of the City except for any tax or other governmental charges required to be paid with respect to such registration, exchange and transfer. A Bond may be assigned by execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent/Registrar. A new Bond will be delivered by the Paying Agent/Registrar to the last assignee (the new Owner) in exchange for such transferred and assigned Bond in accordance with the provisions of the Ordinance. Such new Bonds must be in the denomination of \$5,000 for any one maturity or any integral multiple thereof and for a like aggregate designated amount as the Bond surrendered for exchange or transfer. The last assignee's claim of title to the Bond must be proved to the satisfaction of the Paying Agent/Registrar. See "Book-Entry Only System" herein for a description of the system to be utilized initially in regard to ownership and transferability of the Bonds. Neither the City nor the Paying Agent/Registrar shall be required to transfer or exchange any Bonds called for redemption, in whole or in part, within 45 days of the date fixed for redemption provided however, such limitation of transfer shall be applicable to an exchange by the registered owner of the uncalled balance of the Bond.

**PAYING AGENT/REGISTRAR...**The initial Paying Agent/Registrar is Wells Fargo Bank N.A., Austin, Texas. In the Ordinance, the City retains the right to replace the Paying Agent/Registrar. If the City replaces the Paying Agent/Registrar, such Paying Agent/Registrar shall, promptly upon the appointment of a successor, deliver the Paying Agent/Registrar's records to the successor Paying Agent/Registrar, and the successor Paying Agent/Registrar shall act in the same capacity as the previous Paying Agent/Registrar. The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Bonds are duly paid and any successor Paying Agent/Registrar shall be a commercial bank or trust company organized under the laws of the State of Texas or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar for the Bonds. Upon any change in the Paying Agent/Registrar for the Bonds, the City agrees to promptly cause a written notice thereof to be sent to each registered owner of the Bonds by United States mail, first class, postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

**BONDHOLDERS' REMEDIES. . .** The Ordinance establishes as "events of default" (i) the failure to make payments, and defaults in payments to be made to the Bond Fund or the Reserve Fund as required by the Ordinance; or (ii) defaults in the observance or performance of any other of the covenants, conditions or obligations set forth in the Ordinance. The Ordinance provides that the bondholders are entitled to a writ of mandamus issued by a court of proper jurisdiction, compelling and requiring the City and its officers to observe and perform any covenant, condition or obligation prescribed in the Ordinance. Under State law there is no right to the acceleration of maturity of the Bonds upon the failure of the City to observe any covenant under the Ordinance. Although a registered owner of Bonds could presumably obtain a judgment against the City if a default occurred in the payment of principal or interest on any such Bonds, such judgment could not be satisfied by execution against any property of the City. Such registered owner's only practical remedy, if a default occurs, is to seek to enforce the covenants of the City through an action for specific performance or mandamus. The enforcement of any such remedy may be difficult and time consuming and a registered owner could be required to enforce such remedy on a periodic basis.

On June 30, 2006, the Texas Supreme Court ruled in *Tooke v. City of Mexia*, 197 S.W.3d 325 (Tex. 2006) ("*Tooke*") that a waiver of sovereign immunity must be provided for by statute in "clear and unambiguous" language. In so ruling, the Court declared that statutory language such as "sue and be sued," in and of itself, did not constitute a clear and unambiguous waiver of sovereign immunity. Because it is not clear that the Texas Legislature has effectively waived the City's immunity from suit for money damages, any Bondholder may not be able to bring such a suit against the City for breach of the Bonds or covenants in the Ordinance. In *Tooke*, the Court noted the enactment in 2005 of sections 271.151-.160, Texas Local Government Code (the "Local Government Immunity Waiver Act"), which, according to the Court, waives "immunity from suit for contract claims against most local governmental entities in certain circumstances." The Local Government Immunity Waiver Act covers cities and relates to contracts entered into by Cities for providing goods or services to cities. The City is not aware of any Texas court construing the Local Government Immunity Waiver Act in the context of whether contractual undertakings of local governments that relate to their borrowing powers are contracts covered by the Act. As noted above, the Ordinance provides that Bondholders may exercise the remedy of mandamus to enforce the obligations of the City under the Ordinance. Neither the remedy of mandamus nor any other type of injunctive relief was at issue in *Tooke*, and it is unclear whether *Tooke* will be construed to have any effect with respect to the exercise of mandamus, as such remedy has been interpreted by Texas courts. In general, Texas courts have held that a writ of mandamus may be issued to require public officials to perform ministerial acts that clearly pertain to their duties. Texas courts have held that a ministerial act is defined as a legal duty that is prescribed and defined with a precision and certainty that leaves nothing to the exercise of discretion or judgment, though mandamus is not available to enforce purely contractual duties. However, mandamus may be used to require a public officer to perform legally-imposed ministerial duties necessary for the performance of a valid contract to which the State or a political subdivision of the State is a party (including the payment of monies due under a contract).

The Ordinance does not provide for the appointment of a trustee to represent the interests of the bondholders upon any failure of the City to perform in accordance with the terms of the Ordinance, or upon any other condition. Furthermore, the City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code. Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, such as the pledged Net Revenues, and also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or bondholders of an entity which has sought protection under Chapter 9. Therefore, should the City avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Bond Counsel will note that all opinions relative to the enforceability of the Ordinance and the Bonds are qualified with respect to the customary rights of debtors relative to their creditors.

## THE SYSTEM

### WATER FACILITIES

**WATER TREATMENT FACILITY...** Arlington currently operates two water treatment plants to treat and purify raw water prior to distribution for use. The Pierce-Burch Water Treatment Plant (PBWTP), located in west Arlington, treats raw water pumped into the plant from Lake Arlington. The south PBWTP has a present ozonated treatment capacity of 75 million gallons per day (MGD). At this time, there are no plans to expand the PBWTP. However, land is available at the site to accommodate an additional 100 MGD capacity treatment facility in the future, if needed. The north PBWTP has a capacity of 34 MGD and utilizes a conventional treatment process.

The 1980's population growth and development in the southern part of the City necessitated the construction of the John F. Kubala Water Treatment Plant (JKWTP). The JKWTP began serving Arlington's citizens in May 1989. The plant receives its raw water directly from the Tarrant Regional Water District's (TRWD) Richland Chambers and Cedar Creek pipelines. Beginning in August 1998, TRWD also began delivering water from Lake Benbrook, a U.S. Army Corps of Engineers-owned reservoir. The JKWTP has recently completed an expansion project, expanding the rated treatment capacity to 97.5 MGD from 65 MGD. It can be further expanded as demand necessitates to an ultimate treatment capacity of 130 MGD.

**THE DISTRIBUTION SYSTEM...**The City's water distribution system is divided into three pressure planes, referred to as the Upper pressure plane, Ridge Pointe pressure plane, and Lower pressure plane. The Upper and Ridge Pointe pressure planes are supplied by the JKWTP, which is a newer, more energy efficient plant and is operated at maximum capacity whenever possible. The Pierce-Burch Water Treatment Plant supplies the remaining volume necessary to meet citywide demand in the Lower pressure plane. With this arrangement, the JKWTP normally supplies all of the water required by the Upper and Ridge Pointe pressure planes, and as much of the water as is possible in the Lower pressure plane. A combination of electrically driven and natural gas pumps transfer water from the plants into the distribution system. There are ten elevated storage tanks and nine ground storage tanks with a combined capacity of 49.7 million gallons. An 11<sup>th</sup> elevated tank is currently under construction and will be on line by August 2010.

The City's water distribution system is fully metered and consists of 1,405 miles of pipe. The System includes concrete cylinder, cast iron, polyvinyl chloride (PVC), and ductile iron pipes with a minimum diameter of six inches. The entire System meets the minimum standards prescribed by the Texas Fire Insurance Commission, the United States Environmental Protection Agency and the Texas Commission on Environmental Quality (TCEQ).

The City's water system has adequately met the demand for treating and distributing water during the past ten fiscal years as follows:

Fiscal Year	Average Daily Pumpage (MGD)	Maximum Daily Pumpage (MGD)
2000	63.89	128.23
2001	57.96	113.14
2002	57.76	112.88
2003	57.13	120.02
2004	54.68	91.19
2005	57.49	95.41
2006	67.26	116.72
2007	51.52	86.04
2008	58.51	109.49
2009	59.54	115.20

Source: City Water Utilities Department.

**WATER SUPPLY...**The Tarrant Regional Water District is the primary supplier of raw water used by a total of 65 municipal and non-municipal entities located both within and outside of Tarrant County. Among the major customers of the District are the cities of Fort Worth, Arlington, and Mansfield, and a wholesale water provider, the Trinity River Authority (TRA).

The City receives water from TRWD's Cedar Creek Reservoir, completed in 1964, and Richland Chambers Reservoir, completed in November 1987. Water from these reservoirs is transported through transmission facilities to Lake Arlington and the John F. Kubala Water Treatment Plant. In August 1998, TRWD also began delivering water from the U.S. Army Corps of Engineers-owned reservoir Lake Benbrook. This water supply service was initially provided under the terms and provisions of a contract dated July 13, 1971. Under that contract, TRWD agrees to supply all of the City's municipal water requirements during its term.

On September 1, 1982, TRWD entered into a revised water supply contract ("Amendatory Contract") with the City, and the cities of Fort Worth, Mansfield and TRA. The revised contract will continue in effect until all bonds of TRWD relating to TRWD's System have been paid, and thereafter during the useful life of TRWD's System. Under the Amendatory Contract, the City is required to purchase all of its raw water needs from TRWD. TRWD is obligated to meet the City's needs by developing additional water supply sources, subject to force majeure, the ability of TRWD to obtain suitable financing and a determination of feasibility. If TRWD is unable to supply all of the City's raw water requirements or if it should become apparent that TRWD will become unable to supply such requirements, the Amendatory Contract provides a procedure by which the City would be permitted to develop or obtain a supplemental water supply to meet its needs. The City is depending upon TRWD to meet its full raw water needs under the Amendatory Contract and, at present, the City has no assurance of the availability of a supplemental water supply if TRWD should fail to meet such needs. TRWD's current sources as well as additional supplies that are actively under development are projected to provide an adequate water supply through 2030.

TRWD's most recent system enhancements include the Eagle Mountain Pipeline and continued development of the wetlands of Richland-Chambers Reservoir.

In March 2002, TRWD issued \$331,430,000 in Water Revenue Refunding and Improvement Bonds (Series 2002) to refund the Series 1993 Bonds and to fund the acquisition and expansion of the Wetland Water Treatment System for Richland Chambers, for design/engineering of the pipeline connection to Eagle Mountain Lake and other construction, improvements and repairs to TRWD's Water System. Construction of the Richland Chambers Dam and Reservoir Project was funded with proceeds derived from the sale of Water Revenue Bonds, which were originally issued in 1979 (Series 1979-A) and have since been refunded with the Series 2002 Bonds. In 2006, TRWD issued \$182,905,000 in Water Revenue Bonds for:

- acquisition and expansion of the Wetland Water Treatment system for Richland Chambers Reservoir;
- initial cost for a Wetland Water Treatment system for the Cedar Creek Reservoir;
- expansion and improvements to TRWD's water supply transmission system to Eagle Mountain Lake;
- acquisition and installation of control equipment for the Eagle Mountain Pipeline connection and Richland Chambers Wetland projects;
- engineering, acquisition and construction of a new communication system;
- engineering and studies for expansion of discharge facilities at Lake Arlington;
- acquisition and improvements to TRWD's existing water supply security system;
- acquisition of right-of-way and permanent and perpetual flowage easements for the System together with all other design, construction, improvements and repairs and studies and plans for TRWD's Water System;
- to fund a debt service reserve fund; and
- to pay the costs associated with the issuance of the Bonds.

Two bond issues were made in 2008, Series 2008A-RC Water Revenue Bond (\$3,135,000) and 2008B-CC Water Revenue Bond (\$6,755,000). The 2008A-RC Bonds were issued to support pre-construction efforts to complete the Richland-Chambers Reservoir Wetland Project. The 2008B-CC Bonds were issued to support pre-construction efforts for the Cedar Creek Wetlands Project. These bonds were issued as a part of the States Water Infrastructure Fund set up to help finance implementation of projects identified in the 2007 State Water Plan.

In March 2009, TRWD issued \$69,535,000 in bonds to currently refund \$16,895,000 of the Series 1999 Water and Revenue Refunding and Improvement Bonds and to pay for construction of a parallel pipeline segment; the design of additional pipeline and pumping facilities; the construction of a balancing reservoir on the Eagle Mountain Connection pipeline; major repairs, replacements and additions of valves, vaults, pumps, variable frequency drives, switchgear, aeration facilities, and tank recoating related to the water transmission system; expansion and rehabilitation of chemical and dechlorination facilities related to the District's water transmission system; dam stability analysis and remediation, water transportation improvements, including log jam removal; design of hydro generation facilities at Lake Arlington; development of new water resources, including costs related to the acquisition of out of state water, and associated legal, engineering and consultation costs; other design, construction, improvements and repairs and studies and plans for the District's Water System.

Tarrant Regional Water District estimates that the existing and permitted water supply system has adequate water to meet its customers' projected water requirements through the year 2030. TRWD has participated in the statewide regional water planning effort authorized by the 1997 passage of Senate Bill 1. The regional plan for the Dallas-Fort Worth region includes plans for TRWD to develop an additional 622 MGD through the year 2060 at an estimated cost of \$3.6 billion. These projects include water conservation, reuse, reservoir and pipeline construction.

Under the terms of the Amendatory Contract, the City pays TRWD an amount equal to the City's proportionate share of TRWD's "Annual Requirement." Said annual requirement includes the costs of operation and maintenance of TRWD's raw water supply facilities, debt service on TRWD's bonds and any future bonds it might issue, including deposits to any special or reserve fund established in TRWD's bond resolutions. Based upon the projected usage of the City for the 2009-2010 fiscal year, the budgeted monthly purchase price to be paid by the City under the revised water contract is \$1,261,626, which results in a rate of approximately 70.541 cents per one thousand gallons. Such amount is subject to adjustment as provided in the Amendatory Contract. The City is obligated to pay TRWD for all water used by it, and under the Amendatory Contract, the minimum amount of water the City shall be deemed to have used shall be calculated at an amount equal to the greater of 30 MGD or the average MGD actually used by the City during the period of the immediately preceding five consecutive annual periods.

The Amendatory Contract provides that all payments to be made under said Contract shall constitute reasonable and necessary operating expenses of the System, and thus the City's requirements to make such payments from the revenues of the System shall have priority over any obligation to make payments from such revenues, including payment of principal and interest on the City's Outstanding Bonds, the Bonds and any additional Bonds.

**DROUGHT CONTINGENCY PLAN...** The City continues to work closely with TRWD to plan for the implementation of drought contingency measures, should drought conditions arise.

TRWD updated its Water Conservation and Drought Contingency Plans in May 2005, in accordance with the Texas Commission of Environmental Quality (TCEQ) directives. The plans were revisited and, with guidance from major customers, revised in May 2007 following the most recent drought, which occurred during 2005 and 2006. Regular meetings were held to discuss evolving approaches to water conservation and extending supplies during drought or emergency situations. TRWD's customers had extensive input defining drought conditions and prescribing conservation measures related to each drought stage. All major customers agreed to specific, staged measures related to emergency conditions brought on by drought-induced water supply depletion or failure of components in TRWD's supply system.

Arlington Water Utilities updated its Drought Contingency Plan in 2008. The latest Drought Contingency Plan reduced the number of drought stages from four to three. Based on a statistical analysis of 43-year weather patterns in North Texas and their potential effects on water supplies, new drought triggers were established. The revised responses for each drought stage are triggered by two sets of conditions – water supply levels or excessive demand and emergency situations. Drought stages are triggered when the total combined raw water supply within the TRWD reservoir system drops below 75, 60 and 45 percent of conservation storage. Other conditions that would activate a drought response would include situations where:

- Water demand exceeds the amount that can be delivered to customers.
- Water demand for all or part of the TRWD delivery system exceeds delivery capacity because delivery capacity is inadequate.
- One or more of TRWD's water supply sources has become limited in availability.
- Water demand is projected to approach the limit of permitted supply.
- Supply source becomes contaminated.
- Water supply system is unable to deliver water due to the failure or damage of major water system components.
- The General Manager, with concurrence of the TRWD Board of Directors, finds that conditions warrant the declaration of a drought stage.

In conjunction with TRWD, the City adopted its own Water Conservation and Drought Contingency Plans in May 2005, as directed by TCEQ. This Drought Contingency Plan identifies and explains water management practices that will protect water supplies during short and long term emergency situations. The May 2005 Water Conservation Plan implemented by the City includes water conservation goals and practices to address long term reductions in water demands by residents.

The City has coordinated with TRWD and its customer cities to take a regional approach in updating its Drought Contingency Plan. This update, which includes more water conservation measures and more conservative action triggers was implemented in the summer of 2008. An updated Conservation Plan was presented to Arlington City Council in April 2009. Because of this proactive approach to addressing drought conditions and managing emergency demand, combined with an excellent track record in planning and system development initiatives, the City does not anticipate any system supply problems. However, steps will be taken in the event of a prolonged drought to ensure that the financial condition of the System remains strong.

**CONSUMER ANALYSIS DATA...**The following data provides information as to the average daily water consumption, excluding sales to municipalities, by user category for the fiscal years ended September 30, 2005, through September 30, 2009.

Category	Average Daily Consumption (MGD)				
	2009	2008	2007	2006	2005
Residential	27.10	27.97	23.81	35.49	27.72
Commercial	10.33	10.77	10.49	12.52	11.20
Fire lines, Sprinklers	5.49	5.61	4.19	7.38	5.07
Apartment Units	8.18	8.58	8.40	9.00	8.77
Mobile Homes, Condominiums, Townhouses	0.60	0.68	0.58	0.63	0.80
<b>Total</b>	<b>51.70</b>	<b>53.61</b>	<b>47.47</b>	<b>65.02</b>	<b>53.56</b>

Source: City Water Utilities Department.

The following table shows the number of units served, excluding sales to municipalities, by user category for the fiscal years ended September 30, 2005, through September 30, 2009.

Category	Number of Units Served				
	2009	2008	2007	2006	2005
Residential	92,016	91,704	90,978	90,080	89,613
Commercial	4,919	3,945	3,725	3,761	3,772
Fire lines, Sprinklers	1,010	2,050	2,202	2,070	2,027
Apartment Units	47,686	47,108	45,069	45,971	45,093
Mobile Homes, Condominiums, Townhouses	2,801	3,134	4,077	4,344	4,222
<b>Total</b>	<b>148,432</b>	<b>147,941</b>	<b>146,051</b>	<b>146,226</b>	<b>144,728</b>

Source: City Water Utilities Department.

The following is a listing of the top ten water customers of the City, ranked by consumption for the fiscal year ended September 30, 2009. Billing will vary based on the number of meters, increased minimum charges for larger meters, and higher commodity charges for sprinkler usage. During this period, the top ten customers' total annual water billings, which represented 9.18 percent of the System's water sales, were as follows:

	Consumption	
	in 1,000 Gallons	Billing
Arlington Independent School District	326,840	\$1,182,792
University of Texas at Arlington	274,307	819,905
City of Arlington	253,182	1,154,503
National Semiconductor	198,865	430,515
EUSB/General Motors	151,290	333,933
Six Flags Park	136,592	327,317
Chesapeake Operating	109,172	527,073
Mansfield Independent School District	73,649	327,249
Atriums on the Creek	69,084	154,696
Hurricane Harbor	62,336	140,843
<b>Total</b>	<b>1,655,317</b>	<b>5,398,826</b>

Source: City Water Utilities Department.

The following table lists certain data on historical water consumption during the last five fiscal years.

Historical Water Consumption Data (Inside City Limits)						
Fiscal Year Ended (9/30)	Total Accounts in Service	Total Water Pumped MG	Average Water Pumped MGD	Maximum Day Pumpage MGD	GDP Per Account	Ratio Maximum Day to Average Day
2005	102,421	20,984	57.49	95.41	561	1.66
2006	102,518	24,545	67.26	116.72	656	1.74
2007	103,689	18,434	51.52	86.04	487	1.67
2008	105,947	20,888	57.23	109.49	540	1.87
2009	105,263	21,734	59.54	115.20	566	1.94

Source: City Water Utilities Department.

**WASTEWATER FACILITIES...** The wastewater collection system that serves all developed areas within the City limits is comprised of approximately 1,202 miles of sanitary sewer mains ranging in size from six to seventy-two inches. Although the City owns and maintains an extensive wastewater collection system, it does not treat its own wastewater. Wastewater produced in the City is treated under contract by the Trinity River Authority's (TRA) Central Regional Wastewater System (CRWS). The City's annual volume of contributing flow amounts to approximately 29 percent of the total wastewater flow into the CRWS Plant. As the city with the largest population in the CRWS service area, Arlington contributes the highest daily flow of all TRA regional plant customers. The CRWS Plant meets the effluent permit conditions to treat 162 MGD as set by the TCEQ and Environmental Protection Agency (EPA).

The following is a table of Arlington's wastewater flows treated by TRA's CRWS plant during the last five fiscal years.

Wastewater Treated (Millions of Gallons)					
	2009	2008	2007	2006	2005
TRA CRWS Plant	13,460 <sup>(1)</sup>	14,391	14,940	13,942	15,168

<sup>(1)</sup> Unaudited

**TREATMENT CONTRACT WITH TRINITY RIVER AUTHORITY...** The City's wastewater is treated under the terms of a 50-year contract with TRA dated October 10, 1973. TRA is the owner and operator of the CRWS Plant and the interceptor pipeline system, which serves part of Dallas, Dallas-Fort Worth International Airport, and 19 other Dallas County and Tarrant County municipalities. Under the terms of the contract, each contracting party contributes to TRA's "Annual Requirements" in proportion to its contributing flow of wastewater into the CRWS Plant. The "Annual Requirements" include cost of operation and maintenance of the system and debt service on TRA's bonds issued to construct the system, including deposits to special funds established by the bond resolution. Based upon actions approved in 1996, TRA began treating all of Arlington's wastewater when facilities constructed by Arlington were completed in September 2000. These pipeline facilities convey west Arlington wastewater to TRA System facilities, and on to the TRA treatment plant for final treatment. This Arlington to TRA pipeline project cost was \$11,000,000. The transfer of west Arlington's wastewater flows from the Fort Worth Village Creek Regional Plant to this pipeline began in September 2000. Cash balances of the Water Utilities Department funded this project.

In 1989, TRA sold \$134.75 million in System Revenue Bonds to fund an expansion of the System's treatment plant from 100 to 135 MGD, which was placed into operation in early 1994. Subsequently in 1992, an additional \$33.0 million in System Revenue Bonds were issued to fund improvements required primarily in the System's 200 mile network of large diameter pipelines over the first half of a five-year planning period. These improvements increased the capacity of numerous segments of the pipelines, rehabilitated pipelines and initiated several engineering evaluations to define required improvements to the plant and pipelines in the future. In 1995, TRA issued \$43.515 million in System Revenue bonds to fund the remaining portions of the 1992-1996 capital plans. A new five-year plan for 1997-2001 resulted in relief and rehabilitation of interceptors and plant improvements. Initial funds of \$49 million were obtained from the 1998A bond issue. Also in 1998, \$67 million in bonds were refunded through TRA's issuance of the 1998B Revenue Refunding Bonds. In 2001, TRA issued an additional \$88.2 million in System Revenue Bonds through the Texas Water Development Board for plant improvements and relief pipeline construction as identified in the 2001 Capital Improvement Plan update. In early fiscal year 2003, TRA issued \$136 million in refunding bonds to pay off the Series 1993 bonds. This results in a debt service savings to the City.

TRA's updated five-year capital improvement plan for 2004-2009 has been completed, including treatment process improvements and interceptor rehabilitation. Initial funds of \$106 million were obtained from a 2004 bond issue. Additional bonds in the amount of \$9.5 million were issued in 2005 for land acquisition and other related wastewater system improvements. In April 2007, a new update of the five-year capital improvement plan was issued outlining plans for expanding plant capacity from 162 MGD to 189 MGD, as well as badly needed relief (parallel) pipeline system construction. Estimated cost for these projects totals \$300 million, and funding was obtained from the Texas Water Development Board at below-market rates. The current plan included bond issuances of \$120 million in June 2007 and two additional issuances of \$90 million in February 2008 and March 2009 to complete the objectives of the updated capital improvement plan.

TRA received in 2009 from the TWDB a total of \$338,665,000 and was to be requested in three sections or tranches. The first one, called the 2009 issue, was actually issued in January 2010 at the par amount of \$107,108,000. The primary work funded in this bond is pipeline work and influent pump station improvements in the plant. The 2010 issue is scheduled to be issued late this year, and the current estimated par amount is \$152,700,000. The actual timing and par amount of this issue are based on completion of engineering & design and by market conditions. The primary item of work to be funded by the 2010 issue is construction of the On Site Storage Basin (OSSB) at the plant, which is required for the temporary storage of high inflows during heavy rains. These flows would otherwise require the construction of more processing facilities, at a much higher cost, in order to insure permit requirements would be satisfied. The third and last tranche is called the 2011 issue and is scheduled for late 2011 in the estimated par amount of \$65,625,000. The primary work funded by this issue is pipeline work and headworks screening improvements.

The 162 MGD CRWS Plant is situated on a 500 acre site in Grand Prairie. The CRWS Plant uses a conventional activated sludge process enhanced for nitrification followed by filtration. Effluent quality discharged to the West Fork of the Trinity River has been excellent, meeting all regulatory requirements. The plant was selected by the state and federal regulatory agencies as the best large treatment plant in EPA's Region 6 five-state area during 1996 and has received the National Association of Clean Water Agencies Platinum Award for the second time in 2006, each award signifying five continuous years of Gold Awards (100% permit compliance). The CRWS Plant received the Platinum Award for fiscal year 2007 and again for 2008 under the Agencies' revised rules. A portion of the treated effluent is delivered for beneficial reuse to lakes in the Las Colinas area of Irving, where it is used for irrigation and lake and canal level control. Revenue from this sale is credited to the parties of the System.

Plant solids removed by this treatment plant are now being beneficially reused by a land application program, which exports all biosolids from the plant site. An onsite sludge monofill exists with a 20-year remaining life, as a backup to the land application program and to provide an alternative disposal method in the event contractor failure or other unanticipated failure occurs.

For TRA's fiscal year beginning December 1, 2009, the volume of contributing flow by the City is estimated to average 39.771 MGD, which amounts to approximately 28.1 percent of the total volume of wastewater flow into the CRWS plant. This percentage of wastewater flow is used to determine the City's annual requirements under this contract. Arlington has the largest service area population and contributes the highest average daily flow of all TRA CRWS Plant customers. The City's current cost of wastewater treatment under this contract budgeted for 2010 is \$22,223,260.

The facilities constructed by TRA related to the Arlington Project Contract are integral parts of the System and are maintained and operated by the City. Ownership of such facilities was vested in the City when all of the TRA bonds were paid. The improvements to the System financed by TRA consist of the raw water pumping station on Lake Arlington and certain major wastewater collection lines.

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**TABLE 1 - DEBT SERVICE REQUIREMENTS**

The following table sets forth the debt service requirements on the Bonds and the Outstanding Bonds of the Water and Wastewater System.

Fiscal Year Ended	Existing Debt Service <sup>(1)</sup>			Less: Refunded Bonds			Water & Wastewater Revenue and Refunding Bonds, Series 2010			Total	% of	Fiscal Year Ended
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total	Debt Service Requirements	Principal Retired	
2011	\$ 9,415,000	\$ 4,077,490	\$ 13,492,490	\$ -	\$ 562,655	\$ 562,655	\$ 585,000	\$ 765,381	\$ 1,350,381	\$ 14,280,216		2011
2012	9,065,000	3,747,515	12,812,515	1,040,000	562,655	1,602,655	1,615,000	778,800	2,393,800	13,603,660		2012
2013	8,590,000	3,434,115	12,024,115	1,850,000	510,655	2,360,655	2,415,000	714,200	3,129,200	12,792,660		2013
2014	8,120,000	3,124,185	11,244,185	1,850,000	421,395	2,271,395	2,405,000	617,600	3,022,600	11,995,390		2014
2015	8,080,000	2,820,053	10,900,053	810,000	331,325	1,141,325	1,350,000	521,400	1,871,400	11,630,128	38.95%	2015
2016	7,550,000	2,500,833	10,050,833	805,000	292,445	1,097,445	1,325,000	494,400	1,819,400	10,772,788		2016
2017	6,950,000	2,197,508	9,147,508	805,000	253,000	1,058,000	1,305,000	461,275	1,766,275	9,855,783		2017
2018	6,945,000	1,920,688	8,865,688	805,000	212,750	1,017,750	1,290,000	422,125	1,712,125	9,560,063		2018
2019	6,545,000	1,649,478	8,194,478	805,000	172,500	977,500	1,275,000	370,525	1,645,525	8,862,503		2019
2020	6,625,000	1,403,059	8,028,059	1,840,000	132,250	1,972,250	2,300,000	332,275	2,632,275	8,688,084	70.26%	2020
2021	5,590,000	1,138,779	6,728,779	805,000	40,250	845,250	1,245,000	240,275	1,485,275	7,368,804		2021
2022	4,780,000	921,611	5,701,611	-	-	-	490,000	178,025	668,025	6,369,636		2022
2023	4,780,000	742,061	5,522,061	-	-	-	490,000	158,425	648,425	6,170,486		2023
2024	3,990,000	559,100	4,549,100	-	-	-	490,000	138,825	628,825	5,177,925		2024
2025	3,100,000	406,150	3,506,150	-	-	-	490,000	119,225	609,225	4,115,375	91.09%	2025
2026	3,100,000	292,300	3,392,300	-	-	-	490,000	99,625	589,625	3,981,925		2026
2027	3,100,000	177,500	3,277,500	-	-	-	490,000	80,025	570,025	3,847,525		2027
2028	1,900,000	61,750	1,961,750	-	-	-	490,000	60,425	550,425	2,512,175		2028
2029	-	-	-	-	-	-	490,000	40,825	530,825	530,825		2029
2030	-	-	-	-	-	-	485,000	20,613	505,613	505,613	100.00%	2030
	<u>\$ 108,225,000</u>	<u>\$ 31,174,173</u>	<u>\$ 139,399,173</u>	<u>\$ 11,415,000</u>	<u>\$ 3,491,880</u>	<u>\$ 14,906,880</u>	<u>\$ 21,515,000</u>	<u>\$ 6,614,268</u>	<u>\$ 28,129,268</u>	<u>\$ 152,621,561</u>		

<sup>(1)</sup> The City's Water and Wastewater System Revenue Bonds, Series 2008, are issued as installment bonds purchased by the Texas Water Development Board. The City has drawn down only \$28,995,000 of the \$38,000,000 in authorized principal amount. Debt service shown reflects the full \$38,000,000 in authorized principal amount and related interest, thus debt service is overstated. The City currently anticipates that it will draw down the remaining authorized principal amount.

**WATER AND WASTEWATER SYSTEM CAPITAL IMPROVEMENT PROGRAM...**The City's Water Utilities Department maintains a program of annually updating its estimate of foreseeable System capital improvements. This is accomplished through the joint efforts of the Operations, Treatment and Business Services Divisions of the Water Utilities Department and independent consulting engineers. The Water Utilities Department annually reviews its proposed Capital Improvement Program with the City Council.

The following table represents the estimated amount of financing needed to meet the proposed Capital Improvement Program for the fiscal years shown.

**PROPOSED CAPITAL IMPROVEMENT PROGRAM**

Fiscal Year	Planned Capital Expenditures	Texas Water Development Board <sup>(1)</sup>	Planned Bond Sale <sup>(2)</sup>	Other Capital Financial Sources <sup>(3)</sup>
2010	\$ 33,000,000	\$ 10,000,000	\$ 10,000,000	\$ 13,000,000
2011	38,000,000	8,000,000	17,000,000	13,000,000
2012	30,000,000	-	17,000,000	13,000,000
2013	30,000,000	-	17,000,000	13,000,000
2014	30,000,000	-	17,000,000	13,000,000

- (1) Total funding for FY 2010 includes funding for the FY 2009 and FY 2010 capital improvement programs.
- (2) Texas Water Development Board Drinking Water State Revolving Fund loan will be used to fund the John F. Kubala Water Treatment Plant expansion.
- (3) Includes annual budgeted amounts for the water and wastewater main replacement program, cash contributions from the operating fund to the capital fund and remaining bond proceeds.

**WATER AND WASTEWATER RATES...**The Council is authorized by its home rule charter and by laws of the State of Texas to establish and to amend rates charged for water and wastewater service. Rates so fixed by the Council for domestic application are not subject to review by any other regulatory agency.

In August 2003, the City Council approved transitioning to a phased cost of service rate methodology and the introduction of conservation rate blocks. In order to minimize the impact to rate payers of implementing a full cost of service rate structure, cost of service rates were phased in over a five-year period, which began with fiscal year 2004. The two components of the rate structure are a fixed monthly charge based upon meter size and a commodity charge per 1,000 gallons used.

A separate fixed monthly fee scale was established for residential class customers with 3/4-inch meters whose water and wastewater use is less than 2,000 gallons per month. The fixed charge for meter sizes other than 3/4-inch increases with meter size to recognize the additional demands that large meter installations place on the system.

The water commodity charge is designed to encourage customers to efficiently use water. The commodity charge increases with higher volumes of water usage for both residential and commercial class customers. Unlike the variable water commodity rate, the wastewater commodity rate per 1,000 gallons is a flat rate for all account classifications that will not change based on usage. Beginning in fiscal year 2004, the 2,000 gallon volume credit was removed from the wastewater fixed monthly charge.

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**CITY OF ARLINGTON WATER UTILITIES  
FIXED MONTHLY FEE  
Effective October 1, 2009**

<u>Meter Size</u>	<u>Water</u>	<u>Wastewater</u>
3/4" (<2,000 gal)	\$ 4.90	\$ 4.05
3/4" (>2,000 gal)	8.47	7.85
1"	14.82	13.74
1 1/2"	33.88	31.40
2"	59.29	54.95
3"	136.04	74.38
4"	218.36	128.98
6"	507.69	294.58
8"	795.56	464.48
10"	1,195.03	696.69

**CITY OF ARLINGTON WATER UTILITIES  
CONSERVATION RATES BLOCK STRUCTURE  
Effective October 1, 2009**

**RESIDENTIAL**

<u>Usage (1,000 gal)</u>	<u>Water</u>	<u>Wastewater</u>
0-2	\$ 1.36	\$ 3.02
3-10	1.95	3.02
11-15	2.91	3.02
16-29	3.35	3.02
≥ 30	4.00	3.02

**COMMERCIAL**

<u>Usage (1,000 gal)</u>	<u>Water</u>	<u>Wastewater</u>
0-15	\$ 1.95	\$ 3.02
≥ 16	2.20	3.02

**IRRIGATION**

<u>Usage (1,000 gal)</u>	<u>Rate</u>
0-29	\$ 3.35
≥ 30	4.00

**CONSTRUCTION**

<u>Usage (1,000 gal)</u>	<u>Rate</u>
All Usage	\$ 4.50

**HISTORICAL RATE ADJUSTMENTS...**Changes in revenue requirements during the past twenty years have resulted in the following changes in rates for the average residential customer. An average residential customer uses 10,000 gallons of water. Until December 1988, they were also billed for up to 12,000 gallons of wastewater flows. At that time, the wastewater maximum for residential customers was reduced to 9,000 gallons. Since March 1990, wastewater flows have been based on average winter water consumption. Each residential customer's maximum wastewater flows are calculated according to their water use during the billing periods of December through March. The overall system winter average for a residential customer is approximately 6,000 gallons.

**Rate Changes by Percent  
Average Residential Customer  
Using 10,000 Gallons Water and 6,000 Gallons Wastewater**

<u>Fiscal Year</u>	<u>Water</u>	<u>Wastewater</u>	<u>Total</u>
2001	(1.6)	0.0	(1.1)
2002	1.7	1.6	1.7
2003	0.0	0.0	0.0
2004	(6.8)	49.3	12.4
2005	3.3	3.4	3.3
2006	0.2	4.2	2.0
2007	(1.7)	10.2	3.8
2008	7.8	3.1	5.5
2009	10.2	5.8	8.1
2010	0.6	2.7	1.6

Source: City Water Utilities Department.

**OPERATING RESERVE...**The current policy, authorized by the City Council in May 2003, requires the operating reserve to equal a minimum of 45 days of the proposed operating and maintenance expense budget, excluding debt service. Additionally, the reserve can be increased to a 60 day level using excess unbudgeted revenues, if available. The reserve fund balance as of September 30, 2009, was \$12,920,644, which equals 60 days of operating and maintenance expense.

*[Remainder of page intentionally left blank]*

**HISTORICAL FINANCIAL INFORMATION...**The following three tables present five-year historical information and selected financial ratios for the System. Unless otherwise noted, all information is from the City's respective comprehensive annual financial reports. The tables are titled Water and Wastewater Statement of Net Assets, Historical Net Revenues Available for Debt Service, and Historical Net Revenues of the System and Financial Ratios.

**TABLE 2- WATER AND WASTEWATER SYSTEM SCHEDULE OF NET ASSETS**

	Fiscal Years Ended 9/30,				
	2009	2008	2007	2006	2005
<u>Assets</u>					
Cash and cash equivalents	\$12,077	\$12,231	\$12,231	\$13,183	\$12,526
Receivable (net allowances for uncollectibles)	14,401	13,931	12,909	14,391	13,746
Inventory of Supplis, at cost	460	496	444	404	432
Restricted assets					
Bond Contingency	11,847	9,838	10,713	10,586	11,612
Capital/Bond construction	37,397	35,712	30,576	43,209	39,516
Meter deposits	4,888	4,880	4,725	4,129	3,996
Property, plant and equipment less accumulated depreciation	536,132	512,669	498,463	451,030	436,325
Total Assets	<u>\$617,202</u>	<u>\$589,757</u>	<u>\$570,061</u>	<u>\$536,932</u>	<u>\$518,153</u>
<u>Liabilities and Net Assets</u>					
Current Liabilities:					
Accounts payable and accrued liabilities	\$5,077	\$4,965	\$4,837	\$4,465	\$4,348
Payable from restricted assets	15,138	15,719	12,933	10,254	11,262
Accrued compensated absences					
Current	147	137	113	112	71
Non Current/Long Term	1,698	1,779	1,775	1,548	1,481
Revenue bonds, net of discount, payable from unrestricted assets	97,077	89,347	95,819	80,844	90,779
Total Liabilities	<u>\$119,137</u>	<u>\$111,947</u>	<u>\$115,477</u>	<u>\$97,223</u>	<u>\$107,941</u>
Net Assets/Equity					
Invested in Capital Assets	\$470,889	\$453,210	\$428,961	\$387,534	\$380,515
Restricted	10,310	9,753	9,097	9,273	10,041
Unrestricted	16,866	14,847	16,526	42,902	19,656
Total Assets/Equity	<u>\$498,065</u>	<u>\$477,810</u>	<u>\$454,584</u>	<u>\$439,709</u>	<u>\$410,212</u>
Total Liabilities and Net Assets/Equity	<u>\$617,202</u>	<u>\$589,757</u>	<u>\$570,061</u>	<u>\$536,932</u>	<u>\$518,153</u>

**TABLE 3 - HISTORICAL NET REVENUES AVAILABLE FOR DEBT SERVICE**

	<b>Fiscal Years Ended August 31,</b>				
	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>
<b>Revenues</b>					
Water Sales	\$54,312	\$43,693	\$58,571	\$50,034	\$44,857
Wastewater Service	42,208	40,246	38,052	37,094	37,615
Interest Income	3,388	2,744	2,930	1,731	1,112
Other Income	5,804	4,847	6,122	5,016	6,002
<b>Total Revenues</b>	<b>\$105,712</b>	<b>\$91,530</b>	<b>\$105,675</b>	<b>\$93,875</b>	<b>\$89,586</b>
<b>Expenses</b>					
Labor Costs	\$12,959	\$12,917	\$12,846	\$13,848	\$13,018
Supplies	3,576	2,356	2,937	2,226	1,924
Maintenance	2,779	2,493	2,764	2,105	1,964
Water Supply (The District)	11,782	12,549	13,738	10,761	12,697
Wastewater Treatment Contracts	19,606	19,364	18,179	15,906	16,070
Utilities	3,562	3,155	3,831	2,505	1,907
Other Expenses <sup>(1)</sup>	3,962	8,210	8,876	7,788	9,977
<b>Total Operating Expenses Before Depreciation</b>	<b>\$58,226</b>	<b>\$61,044</b>	<b>\$63,171</b>	<b>\$55,139</b>	<b>\$57,557</b>
Net Revenues of the System	\$47,486	\$30,486	\$42,504	\$38,736	\$32,029
Interest During Construction Included Above	(1,192)	(1,059)	(756)	(553)	(317)
<b>Net Revenues Available for Debt Service</b>	<b>\$46,294</b>	<b>\$29,427</b>	<b>\$41,748</b>	<b>\$38,183</b>	<b>\$31,712</b>
Debt Service Paid <sup>(2)</sup>	\$12,422	\$13,139	\$14,508	\$14,115	\$14,552
Debt Service Coverage (times)	3.73 x	2.24 x	2.88 x	2.71 x	2.18 x
<b>Fiscal Years Ended 9/30,</b>					
	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>
<b>Revenues</b>					
Water Sales	\$57,685	\$54,312	\$43,693	\$58,571	\$50,034
Wastewater Service	45,749	42,208	40,246	38,052	37,094
Interest Income	120	3,388	2,744	2,930	1,731
Other Income	4,790	5,804	4,847	6,122	5,016
<b>Total Revenues</b>	<b>\$108,344</b>	<b>\$105,712</b>	<b>\$91,530</b>	<b>\$105,675</b>	<b>\$93,875</b>
<b>Expenses</b>					
Labor Costs	\$13,464	\$12,959	\$12,917	\$12,846	\$13,848
Supplies	4,077	3,576	2,356	2,937	2,226
Maintenance	3,300	2,779	2,493	2,764	2,105
Water Supply (The District)	13,082	11,782	12,549	13,738	10,761
Wastewater Treatment Contracts	22,126	19,606	19,364	18,179	15,906
Utilities	3,181	3,562	3,155	3,831	2,505
Other Expenses <sup>(1)</sup>	4,177	3,962	8,210	8,876	7,788
<b>Total Operating Expenses Before Depreciation</b>	<b>\$63,407</b>	<b>\$58,226</b>	<b>\$61,044</b>	<b>\$63,171</b>	<b>\$55,139</b>
Net Revenues of the System	\$44,937	\$47,486	\$30,486	\$42,504	\$38,736
Interest During Construction Included Above	(349)	(1,192)	(1,059)	(756)	(553)
<b>Net Revenues Available for Debt Service</b>	<b>\$44,588</b>	<b>\$46,294</b>	<b>\$29,427</b>	<b>\$41,748</b>	<b>\$38,183</b>
Debt Service Paid <sup>(2)</sup>	\$13,926	\$12,422	\$13,139	\$14,508	\$14,115
Debt Service Coverage (times)	3.20 x	3.73 x	2.24 x	2.88 x	2.71 x

<sup>(1)</sup> Beginning in 2008 Franchise Fees were not included in Other Expenses.

<sup>(2)</sup> Excludes TRA Revenue Bonds, accrued interest from bond sales, and refundings or cash defeasances.

**TABLE 4- HISTORICAL NET REVENUES OF THE SYSTEM AND FINANCIAL RATIOS**

	Fiscal Years Ended 9/30,				
	2009	2008	2007	2006	2005
Gross Operating Revenues	\$108,224	\$102,324	\$88,786	\$102,745	\$92,144
Interest Revenues (Excluding Interest During Construction)	(229)	2,196	1,685	1,178	1,178
Operating Expenses Before Depreciation <sup>(1)</sup>	<u>63,407</u>	<u>58,226</u>	<u>61,044</u>	<u>63,171</u>	<u>55,139</u>
Net Revenues Available for Debt Service	<u>\$44,588</u>	<u>\$46,294</u>	<u>\$29,427</u>	<u>\$41,748</u>	<u>\$38,183</u>
Average Annual Debt Service	7,119	6,486	6,659	6,176	6,615
Average Annual Debt Service Coverage (times)	6.26 x	7.14 x	4.42 x	6.76 x	5.77 x
Accounts Receivable to Gross Operating Revenues (%)	13.31%	13.61%	14.54%	14.01%	14.92%
Unrestricted Cash to Unrestricted Current Liabilities (times)	3.20 x	3.73 x	2.24 x	2.88 x	2.83 x
Unrestricted Current Assets to Unrestricted Current Liabilities (time)	5.16 x	5.23 x	5.17 x	6.11 x	6.04 x
Long-term debt to Net Plant (%)	17%	17%	19%	17%	19%

<sup>(1)</sup> Beginning in 2008, Franchise Fees were not included in Other Expenses. Beginning in 2005 Payment in Lieu of Taxes was not included in Other Expenses.

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## INVESTMENTS

The City invests its funds in investments authorized by Texas law in accordance with investment policies approved by the City Council of the City. Both state law and the City investment policies are subject to change.

**LEGAL INVESTMENT...** Available City funds are invested as authorized by Texas law and in accordance with investment policies approved by the City Council. Both state law and the City's investment policies are subject to change. Under Texas law, the City is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than "A" or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) certificates of deposit and share certificates meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code) that are issued by or through an institution that either has its main office or a branch office in Texas, and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for City deposits or are invested by an investing entity through a depository institution that has its main office or a branch office in the State of Texas and otherwise meet the requirements of the Public Funds Investment Act (V.T.C.A., Government Code, Chapter 2256, as amended); (8) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas; (9) securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than "A" or its equivalent or (c) cash invested in obligations described in clauses (1) through (6) above, clauses (11) through (13) below, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the City, held in the City's name and deposited at the time the investment is made with the City or a third party designated by the City; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less; (10) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least "A-1" or "P-1" or the equivalent by at least one nationally recognized credit rating agency; (11) commercial paper with a stated maturity of 270 days or less that is rated at least "A-1" or "P-1" or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank; (12) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that have a dollar weighted average stated maturity of 90 days or less and include in their investment objectives the maintenance of a stable net asset value of \$1 for each share; and (13) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, invest exclusively in obligations described in the this paragraph, and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than "AAA" or its equivalent. In addition, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations, including letters of credit, of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described in the next succeeding paragraph.

The City may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than "AAA" or "AAAm" or an equivalent by at least one nationally recognized rating service. The City may also contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the City retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the City must do so by order, ordinance, or resolution. The City is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

**INVESTMENT POLICIES...** Under Texas law, the City is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity and that quality and capability of investment management; and that includes a list of authorized investments for City funds, maximum allowable stated maturity of any individual investment and the maximum average dollar-weighted maturity allowed for pooled fund groups. All City funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each funds' investment. Each Investment Strategy Statement will describe its objects concerning: (1) suitability of investment type; (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

Under Texas law, City investments must be made “with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person’s own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived.” At least quarterly the investment officers of the City shall submit an investment report detailing: (1) the investment position of the City, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, any additions and changes to market value and the ending value of each pooled fund group, (4) the book value and market value of each separately listed asset at the beginning and end of the reporting period, (5) the maturity date of each separately invested asset, (6) the account or fund or pooled fund group for which each individual investment was acquired, and (7) the compliance of the investment portfolio as it relates to: (a) adopted investment strategy statements and (b) state law. No person may invest City funds without express written authority from the City Council.

**ADDITIONAL PROVISIONS...**Under Texas law the City is additionally required to: (1) annually review its adopted policies and strategies; (2) require any investment officers’ with personal business relationships or relatives with firms seeking to sell securities to the entity to disclose the relationship and file a statement with the Texas Ethics Commission and the City Council; (3) require a qualified representative of firms seeking to sell securities to the City to: (a) receive and review the City’s investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude imprudence investment activities, and (c) deliver a written statement attesting to these requirements; (4) perform an annual audit of the management controls on investments and adherence to the City’s investment policy; (5) provide specific investment training for the Treasurer, Chief Financial Officer and investment officers; (6) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse repurchase agreement; (7) restrict its investment in mutual funds in the aggregate to no more than 15 percent of its monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service, and to invest no portion of bond proceeds, reserves and funds held for debt service, in mutual funds; and (8) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation and advisory board requirements.

**CURRENT INVESTMENTS...**The City’s primary investment objective is to provide for the protection of principal with an emphasis on safety and liquidity. The City maintains a comprehensive cash management program that includes prudent investment of its available funds. Investment maturities are targeted to provide available cash for the operating requirements of the City.

As of April 30, 2010, the following percentages of the City’s operating funds were invested in the following categories of investments:

**TABLE 5 - CURRENT INVESTMENTS <sup>(1)</sup>**

Type of Investment	% Invested
Federal Agencies	90.95%
Certificates of Deposit	5.50%
Statewide Pools <sup>(2)</sup>	3.55%
Totals	100%

<sup>(1)</sup> Reflects current investments for all City funds.

<sup>(2)</sup> The City currently invests in TexStar, TexPool and TexDaily.

As of April 30, 2010, the weighted average maturity of the City’s operating portfolio was 382 days and the market value of the operating portfolio was 100 percent of its book value. No funds of the City are invested in derivative securities, i.e., securities whose rate of return is determined by reference to some other instrument, index, or commodity.

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## SELECTED PROVISIONS OF THE ORDINANCE

The following is a summary of certain provisions of the Ordinance that authorizes the issuance of the Bonds. Such summary does not purport to be complete and reference should be made to the Ordinance for the complete provisions and the precise wording thereof. Copies of the Ordinance are available from the Department of Finance of the City of Arlington upon request.

The Bonds are parity "Additional Bonds" as defined in the Ordinance. The Bonds, the Outstanding Bonds and any Additional Bonds hereafter issued, are and shall be equally and ratably secured by and payable from a first lien on and pledge of the Net Revenues of the System.

### DEFINITIONS

- (a) The term "Additional Bonds" means the additional parity bonds which the City reserves the right to issue under the Ordinance.
- (b) The term "Bonds" means the City's Water and Wastewater System Revenue and Refunding Bonds, Series 2010.

(c) The term "Net Revenues" means all income, revenues, and receipts of every nature derived from and received by virtue of the operation of the System (including interest income and earnings received from the investment of monies in the special Funds created by the Ordinance or ordinances authorizing the issuance of the Outstanding Bonds and any Additional Bonds) after deducting and paying, and making provision for the payment of, current expenses of maintenance and operation thereof, including all salaries, labor, materials, repairs and extensions necessary to render efficient service; provided, however that only such expenses for repairs and extensions as in the judgment of the City Council, reasonably and fairly exercised, are necessary to keep the System in operation and to render adequate service to the City and the inhabitants thereof, or such as might be necessary to meet some physical accident or condition which would otherwise impair any obligations payable from the Net Revenues of the System, shall be deducted in determining "Net Revenues." Contractual payments for the purchase of water or the treatment of sewage shall be maintenance and operating expense of the System to the extent provided in the contract incurred therefore and as may be authorized by law. Depreciation shall never be considered as an expense of operation and maintenance.

(d) The term "Outstanding Bonds" means the City's outstanding: Water and Wastewater System Revenue Bonds, Series 2001, authorized by an Ordinance of the City Council passed on March 13, 2001; and Water and Wastewater System Revenue Bonds, Series 2002, authorized by an Ordinance of the City Council passed on March 12, 2002; and Water and Wastewater System Revenue Refunding Bonds, Series 2003, authorized by an Ordinance of the City Council passed on February 25, 2003; and Water and Wastewater System Revenue Bonds, Series 2004, authorized by an Ordinance of the City Council passed on February 24, 2004; Water and Wastewater System Revenue Bonds, Series 2005, authorized by an Ordinance of the City Council passed on March 8, 2005; Water and Wastewater System Revenue Bonds, Series 2007, authorized by an Ordinance of the City Council passed on July 17, 2007; Water and Wastewater System Revenue Bonds, Series 2008, authorized by an Ordinance of the City Council passed on June 15, 2008; and the Water and Wastewater System Revenue Refunding Bonds, Series 2009, authorized by an Ordinance of the City Council passed April 7, 2009.

(e) The term "System" means the City's existing combined water system and wastewater system, formerly known as the City's combined waterworks and sewer system, including all properties (real, personal or mixed and tangible or intangible) owned, operated, maintained, and vested in, the City for the supply, treatment and distribution of treated water for domestic, commercial, industrial and other uses and the collection and treatment of water-carried wastes, together with all future additions, extensions, replacements and improvements thereto.

**RATES...**The City will fix and maintain rates and charges for the facilities and services afforded by the System which will provide revenues annually at least equal to the amount required to pay for all operation, maintenance, replacement and betterment charges of the System; establish and maintain the Interest and Sinking Fund and Reserve Fund requirements contained in the Ordinance and in ordinances relating to the Outstanding Bonds and any Additional Bonds; and produce Net Revenues (exclusive of depreciation) each year in an amount not less than 1.25 times the average annual principal and interest requirements of the Bonds, the Outstanding Bonds and any Additional Bonds from time to time outstanding.

**VARIOUS FUNDS...**The City covenants and agrees that all revenues derived from the operation of the System shall be kept separate from other funds of the City. To that end, the following special Funds shall be established and maintained in an official depository bank of the City so long as any of the Bonds, the Outstanding Bonds and any Additional Bonds or interest coupons appertaining thereto are outstanding and unpaid: the "Revenue Fund," the "Interest and Sinking Fund" and the "Reserve Fund."

**Revenue Fund.** The City shall deposit, from day to day as collected, all revenues of every nature derived from the operation of the System into the Revenue Fund and the money from time to time on deposit therein shall be appropriated to the following uses in the following order of priority, to wit: (a) to the payment of all necessary and reasonable expenses of operation and maintenance of the System as said expenses are defined by law; (b) to the Interest and Sinking Fund and Reserve Fund when and in the amounts required by the Ordinance and ordinances authorizing the Outstanding Bonds, and any Additional Bonds and for the payment of the principal of and interest on the Bonds the Outstanding Bonds and any Additional Bonds when and as due and payable and for the creation of a reserve therefore; and (c) to any other purpose of the City now or hereafter permitted by law.

Interest and Sinking Fund. The Interest and Sinking Fund shall be used solely for the purpose of paying the principal of and interest on the Outstanding Bonds, the Bonds, and any Additional Bonds as such principal matures and such interest becomes due and payable.

Reserve Fund. The City covenants and agrees that it will continuously maintain in the Reserve Fund an amount of Reserve Fund Obligations equal to not less than the average annual principal and interest requirements on the Bonds, the Outstanding Bonds and any Additional Bonds from time to time outstanding (the "Reserve Fund Requirement"), and that, upon the issuance of Additional Bonds, it will increase, if necessary, and accumulate the amount to be deposited in the Reserve Fund in accordance with the requirements set forth in the Ordinance and the ordinances authorizing the Outstanding Bonds. For so long as the funds on deposit in the Reserve Fund are equal to the Reserve Fund Requirement, no additional deposits need to be made therein, but should the Reserve Fund at any time contain less than the Reserve Fund Requirement, then, subject and subordinate to making the required deposits to the credit of the Interest and Sinking Fund, the City shall restore such deficiency by depositing additional Reserve Fund Obligations into the Reserve Fund in monthly installments of not less than 1/24<sup>th</sup> of the Reserve Fund Requirement on or before the 10<sup>th</sup> day of each month following such deficiency, termination, or expiration. The money on deposit in the Reserve Fund shall be used solely for the purpose of paying the principal of and interest on the Bonds, the Outstanding Bonds and any Additional Bonds in the event that there are not sufficient monies on deposit in the Interest and Sinking Fund for such purpose. The City may, at its option, withdraw all surplus in the Reserve Fund over the Reserve Fund Requirement and deposit same in the Revenue Fund; provided, however, that to the extent such monies constitute bond proceeds, including interest and income derived therefrom, such amounts shall not be deposited to the Revenue Fund and shall only be used for the purposes for which bond proceeds may be used. For the purpose of determining compliance with the aforesaid requirements, Reserve Fund Obligations shall be valued each year as of the last day of the City's fiscal year, at their cost or market value, whichever is lower, except that any direct obligations of the United States (State and Local Government Series) held for the benefit of the Reserve Fund in book-entry form shall be continuously valued at their par value or face principal amount.

"Reserve Fund Obligations" means cash, investment securities of any of the type or types permitted under the Ordinance, any "Credit Facility" or any combination thereof. "Credit Facility" means (i) a policy of insurance or a surety bond, issued by an issuer of policies of insurance insuring the timely payment of debt service on governmental obligations, provided that a "Rating Agency" having an outstanding rating on such obligations would rate such obligations which are fully insured by a standard policy issued by the issuer in its two highest generic rating categories for such obligations; and (ii) a letter or line of credit issued by any financial institution, provided that a "Rating Agency" having an outstanding rating on the Bonds would rate the Bonds in its two highest generic rating categories for such obligations if the letter or line of credit proposed to be issued by such financial institution secured the timely payment of the entire principal amount of the bonds and the interest thereon. As used herein, "Rating Agency" means any nationally recognized securities rating agency which has assigned a rating to the Bonds.

Investment of Certain Funds. Money in any Fund established pursuant to the Ordinance or any ordinance authorizing the issuance of Outstanding Bonds, and any Additional Bonds, may, at the option of the City, be invested in time deposits or certificates of deposit secured in the manner required by law for public funds, or invested in direct obligations of, including obligations the principal and interest on which are unconditionally guaranteed by, the United States of America, in obligations of any agencies or instrumentalities thereof, or in such other investments as are permitted under the Public Funds Investment Act of 1987, Chapter 2256, Texas Government Code, as amended, or any successor law, as in effect from time to time; provided that all such deposits and investments shall be made in such manner (which may include repurchase agreements for such investment with any primary dealer of such agreements) that the money required to expended from any Fund will be available at the proper time or times. Such investments shall be valued each year in terms of current market value as of the last day of the City's fiscal year. For purposes of maximizing investment returns, to the extent permitted by law, money in such Funds may be invested in common investments of the kind described above, or in a common pool of such investment which shall be kept and held at an official depository bank, which shall not be deemed to be or constitute a commingling of such money or funds provided that safekeeping receipts or certificates or participation clearly evidencing the investment or investment pool in which such money is invested and the share thereof purchased with such money or owned by such fund are held by or on behalf of each such Fund. If necessary, such investments shall be promptly sold to prevent any default.

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**ADDITIONAL BONDS...**In addition to the right to issue bonds of inferior lien as authorized by law, the City reserves the right to issue Additional Bonds under and in accordance with the Ordinance for the purpose of improving, extending, equipping and repairing the System and for the purpose of refunding, in any lawful manner, any part or all of the Bonds, the Outstanding Bonds and any Additional Bonds then outstanding. The Additional Bonds shall be secured by and payable from a first and superior lien on and pledge of the Net Revenues in the same manner and to the same extent as the Bonds, the Outstanding Bonds and any Additional Bonds; and the Bonds, the Outstanding Bonds, any then outstanding Additional Bonds, and the Additional Bonds then proposed to be issued shall in all respects be on a parity and of equal dignity as to lien and right. Additional Bonds may be issued under the Ordinance in one or more installments; provided, however, that none of the Additional Bonds shall be issued unless and until the following conditions have been met:

- (a) The City is not then in default as to any covenant, condition or obligation prescribed by any ordinance authorizing the issuance of the Bonds or the Outstanding Bonds;
- (b) Each of the special Funds created for the payment and security of the Bonds and the Outstanding Bonds contain the amount of money then required to be on deposit therein;
- (c) The City has secured from a Certified Public Accountant a certificate showing that the Net Earnings (definition under, paragraph (f) below) of the System for either the completed fiscal year next preceding the date of the Additional Bonds or a consecutive twelve-month period out of the last fifteen months next preceding the date of the Additional Bonds is equal to at least 1.25 times the average annual principal and interest requirements (calculated on a fiscal year basis) of all bonds, which will be outstanding after the issuance of the proposed Additional Bonds. However, should the certificate of the accountant certify that the Net Earnings of the System for the period covered thereby were less than required above, and a change in the rates and charges for water and wastewater afforded by the System became effective at least 60 days prior to the last day of the period covered by the accountant's certificate, and an independent engineer or engineering firm having a favorable reputation with respect to such matters will certify, that, had such change in rates and charges been effective for the entire period covered by the accountant's certificate, the Net Earnings of the System covered by the accountant's certificate would have been, in his or their opinion, equal to at least 1.25 times the average annual principal and interest requirements (calculated on a fiscal year basis) of the Outstanding Bonds after giving effect to the issuance of the Additional Bonds, then, in such event, the coverage specified in the first sentence of this paragraph shall not be required for the period specified, and such accountant's certificate will be sufficient if accompanied by an engineer's certificate to the above effect;
- (d) The ordinance authorizing the Additional Bonds requires that deposits shall be made into the Interest and Sinking Fund in amounts adequate to pay the principal and interest requirements of the Additional Bonds as the same become due; and provides that the aggregate amount to be accumulated and maintained in the Reserve Fund shall be increased to an amount equal to the Reserve Fund Requirement for all Bonds to be outstanding after the issuance of said Additional Bonds. Such additional amount shall be so accumulated in not more than sixty months from the date of the Additional Bonds;
- (e) The Additional Bonds are scheduled to mature only on June 1, and the interest thereon is scheduled to be paid on June 1 and December 1; and
- (f) The term "Net Earnings" shall mean all income, receipts and revenues derived from the operation of the System, including interest earned on invested monies in the special Funds created for the payment and security of obligations payable from the Net Revenues, after deduction of maintenance and operating expenses but not deducting depreciation, debt service payments on the Bonds, the Outstanding Bonds and any Additional Bonds and other expenditures which, under standard accounting practice, should be classified as capital expenditures. Revenues and receipts resulting solely from the ownership of the System (grants, meter deposits and gifts) and interest earned on construction funds created from bond proceeds shall not be treated or included as income, revenues or receipts from the operation of the System for purposes of determining "Net Earnings."

**AMENDMENTS ...** The City may, without consent of or notice to any owners, from time to time and at any time, amend the Ordinance in any manner not detrimental to the interests of the owners, including the curing of any ambiguity, inconsistency, or formal defect or omission therein. In addition, the City may, with the written consent of the owners of the Bonds holding a majority in aggregate principal amount of the Bonds then outstanding, amend, add to, or rescind any of the provisions of the Ordinance; provided that, without the consent of all owners of outstanding Bonds, no such amendment, addition, or rescission shall (i) extend the time or times of payment of the principal of, premium, if any, and interest on the Bonds, reduce the principal amount thereof, the redemption price, or the rate of interest thereon, or in any other way modify the terms of payment of the principal of, or interest on the Bonds, (ii) give any preference to any Bond over any other Bond, or (iii) reduce the aggregate principal amount of Bonds required to be held by owners for consent to any such amendment, addition, or rescission.

**COVENANTS BY THE CITY...**The City covenants that so long as any principal or interest pertaining to any of the Bonds, the Outstanding Bonds and any Additional Bonds remains outstanding and unpaid, it will not authorize or issue any further bonds of the City secured by a lien on and pledge of the revenues of the System superior or senior to the pledge and lien created herein for the Bonds, the Outstanding Bonds and any Additional Bonds, or secured by a lien on and pledge of the revenues of the System on a parity with the Bonds, the Outstanding Bonds and any Additional Bonds except in conformity with the provisions of the Ordinance.

The City covenants that the System shall be operated on a fiscal year basis and shall be maintained in good condition and operated in an efficient manner and at reasonable cost. So long as any of the Bonds, the Outstanding Bonds and any Additional Bonds are outstanding, the City agrees to maintain insurance on the System of a kind and in an amount customarily carried by municipal corporations in the State of Texas engaged in a similar type of business.

The City covenants that so long as any of the Bonds, the Outstanding Bonds and any Additional Bonds or any interest thereon remain outstanding and unpaid, it will keep and maintain a proper and complete system of records and accounts pertaining to the operation of the System and its component parts separate and apart from all other records and accounts of the City in accordance with accepted accounting practices prescribed for municipal corporations, and complete and correct entries shall be made of all transactions relating to the System, as provided by Chapter 1502, Texas Government Code, as amended.

For so long as any of the Bonds, the Outstanding Bonds and any Additional Bonds or any interest thereon remain outstanding, the City will not sell or encumber the physical properties of the System or any substantial part thereof; provided, however, this covenant shall not be construed to prohibit the sale of such machinery, or other properties or equipment which has become obsolete or otherwise unsuited to the efficient operation of the System.

The City covenants that following the close of each fiscal year, it will cause an audit of such books and accounts of the System to be made by an independent firm of Certified Public Accountants which shall include, among other things, a detailed statement of the income and expenditures of the components of the System for such fiscal year; a balance sheet as of the end of such fiscal year; and a detailed statement of the source and disposition of all funds of the System during such fiscal year. Copies of these annual audits shall be immediately furnished, upon written request, to the original purchasers and any subsequent holder of the Bonds, the Outstanding Bonds and any Additional Bonds.

No free service of the System shall be allowed, and should the City or any of its agents or instrumentalities make use of the services and facilities of the System, payment of the reasonable value thereof shall be made by the City out of funds from sources other than the revenues and income of the System.

Remedies in Default. In addition to all the rights and remedies provided by the laws of the State of Texas, the City covenants and agrees particularly that in the event the City (a) defaults in any payments to be made to the Interest and Sinking Fund or the Reserve Fund as required by the Ordinance or any ordinance authorizing the issuance of the Outstanding Bonds or any Additional Bonds, or (b) defaults in the observance or performance of any other of the covenants, conditions or obligations set forth in the Ordinance or any ordinance authorizing the issuance of the Outstanding Bonds or any Additional Bonds, the holder or holders of any of the Bonds, the Outstanding Bonds or any Additional Bonds shall be entitled to a writ of mandamus issued by a court of proper jurisdiction, compelling and requiring the City and its officers to observe and perform any covenant, condition or obligation prescribed in the Ordinance or any ordinance authorizing the issuance of the Outstanding Bonds or any Additional Bonds. No delay or omission to exercise any right or power accruing upon any default shall impair any such right or power, or shall be construed to be a waiver of any such default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient. The specific remedy herein provided shall be cumulative of all other existing remedies and the specification of such remedy shall not be deemed to be exclusive.

## **TAX MATTERS**

**TAX EXEMPTION...** In the opinion of Vinson & Elkins L.L.P., Bond Counsel, (i) interest on the Bonds is excludable from gross income for federal income tax purposes under existing law and (ii) the bonds are not "private activity bonds" under the Internal Revenue Code of 1986 as amended (the "Code") and, as such, interest on the Bonds is not subject to the alternative minimum tax on individuals and corporations, except as described below in the discussion regarding the adjusted current earnings adjustment for corporations.

The Code, imposes a number of requirements that must be satisfied for interest on state or local obligations, such as the Bonds, to be excludable from gross income for federal income tax purposes. These requirements include limitations on the use of bond proceeds and the source of repayment of Bonds, limitations on the investment of bond proceeds prior to expenditure, a requirement that excess arbitrage earned on the investment of bond proceeds be paid periodically to the United States and a requirement that the issuer file an information report with the Internal Revenue Service (the "Service"). The City has covenanted in the Ordinance that it will comply with these requirements.

Bond Counsel's opinion will assume continuing compliance with the covenants of the Ordinance pertaining to those sections of the Code that affect the exclusion from gross income of interest on the Bonds for federal income tax purposes and, in addition, will rely on representations by the City with respect to matters solely within the knowledge of the City, which Bond Counsel has not independently verified. If the City should fail to comply with the covenants in the Ordinance or if the foregoing representations should be determined to be inaccurate or incomplete, interest on the Bonds could become includable in gross income from the date of delivery of the Bonds, regardless of the date on which the event causing such inclusion occurs.

The Code also imposes a 20% alternative minimum tax on the "alternative minimum taxable income" of a corporation if the amount of such alternative minimum tax is greater than the amount of the corporation's regular income tax. Generally, the alternative minimum taxable income of a corporation (other than any S corporation, regulated investment company, REIT or REMIC, includes 75% of the amount by which its "adjusted current earnings" exceeds its other "alternative minimum taxable income." Because interest on tax exempt obligations, such as the Bonds, is included in a corporation's "adjusted current earnings," ownership of the Bonds could subject a corporation to alternative minimum tax consequences.

Except as stated above, Bond Counsel will express no opinion as to any federal, state or local tax consequences resulting from the receipt or accrual of interest on, or acquisition, ownership or disposition of, the Bonds.

Bond Counsel's opinions are based on existing law, which is subject to change. Such opinions are further based on Bond Counsel's knowledge of facts as of the date thereof. Bond Counsel assumes no duty to update or supplement its opinions to reflect any facts or circumstances that may thereafter come to Bond Counsel's attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, Bond Counsel's opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent Bond Counsel's legal judgment based upon its review of existing law and in reliance upon the representations and covenants referenced above that it deems relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given as to whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the City as the taxpayer and the Owners may not have a right to participate in such audit. Public awareness of any future audit of the Bonds could adversely affect the value and liquidity of the Bonds regardless of the ultimate outcome of the audit.

#### **ADDITIONAL FEDERAL INCOME TAX CONSIDERATIONS**

**COLLATERAL TAX CONSEQUENCES...**Prospective purchasers of the Bonds should be aware that the ownership of tax exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax exempt obligations and individuals otherwise qualifying for the earned income credit. In addition, certain foreign corporations doing business in the United States may be subject to the "branch profits tax" on their effectively connected earnings and profits, including tax exempt interest such as interest on the Bonds. These categories of prospective purchasers should consult their own tax advisors as to the applicability of these consequences. Prospective purchasers of the Bonds should also be aware that, under the Code, taxpayers are required to report on their returns the amount of tax-exempt interest, such as interest on the Bonds, received or accrued during the year.

**TAX ACCOUNTING TREATMENT OF ORIGINAL ISSUE PREMIUM BONDS...**The issue price of all or a portion of the Bonds may exceed the stated redemption price payable at maturity of such Bonds. Such Bonds (the "Premium Bonds ") are considered for federal income tax purposes to have "bond premium" equal to the amount of such excess. The basis of a Premium Bond in the hands of an initial owner is reduced by the amount of such excess that is amortized during the period such initial owner holds such Premium Bond in determining gain or loss for federal income tax purposes. This reduction in basis will increase the amount of any gain or decrease the amount of any loss recognized for federal income tax purposes on the sale or other taxable disposition of a Premium Bond by the initial owner. No corresponding deduction is allowed for federal income tax purposes for the reduction in basis resulting from amortizable bond premium. The amount of bond premium on a Premium Bond that is amortizable each year (or shorter period in the event of a sale or disposition of a Premium Bond) is determined using the yield to maturity on the Premium Bond based on the initial offering price of such Bond.

The federal income tax consequences of the purchase, ownership and redemption, sale or other disposition of Premium Bonds that are not purchased in the initial offering at the initial offering price may be determined according to rules that differ from those described above. All owners of Premium Bonds should consult their own tax advisors with respect to the determination for federal, state, and local income tax purposes of amortized bond premium upon the redemption, sale or other disposition of a Premium Bond and with respect to the federal, state, local, and foreign tax consequences of the purchase, ownership, and sale, redemption or other disposition of such Premium Bonds.

**TAX ACCOUNTING TREATMENT OF ORIGINAL ISSUE DISCOUNT BONDS...**The issue price of all or a portion of the Bonds may be less than the stated redemption price payable at maturity of such Bonds (the "Original Issue Discount Bonds "). In such case, the difference between (i) the amount payable at the maturity of each Original Issue Discount Bond, and (ii) the initial offering price to the public of such Original Issue Discount Bond constitutes original issue discount with respect to such Original Issue Discount Bond in the hands of any owner who has purchased such Original Issue Discount Bond in the initial public offering of the Bonds. Generally, such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Bond continues to be owned by such owner. Because original issue discount is treated as interest for federal income tax purposes, the discussion regarding interest on the Bonds under the caption "Collateral Tax Consequences" generally applies, and should be considered in connection with the discussion in this portion of the Official Statement.

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Bond prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Bond in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Original Issue Discount Bond was held by such initial owner) is includable in gross income.

The foregoing discussion assumes that (i) the Purchaser has purchased the Bonds for contemporaneous sale to the public and (ii) all of the Original Issue Discount Bonds have been initially offered, and a substantial amount of each maturity thereof has been sold, to the general public in arm's-length transactions for a price (and with no other consideration being included) not more than the initial offering prices thereof stated on the cover page of this Official Statement. Neither the City nor Bond Counsel has made any investigation or offers any comfort that the Original Issue Discount Bonds will be offered and sold in accordance with such assumptions.

Under existing law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of the Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner's basis for such Original Issue Discount Bond for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale or other disposition thereof. The amount to be added to basis for each accrual period is equal to (i) the sum of the issue price and the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) less (ii) the amounts payable as current interest during such accrual period on such Bond.

The federal income tax consequences of the purchase, ownership, and redemption, sale or other disposition of Original Issue Discount Bonds that are not purchased in the initial offering at the initial offering price may be determined according to rules that differ from those described above. All owners of Original Issue Discount Bonds should consult their own tax advisors with respect to the determination for federal, state, and local income tax purposes of interest accrued upon redemption, sale or other disposition of such Original Issue Discount Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such Original Issue Discount Bonds.

#### **CONTINUING DISCLOSURE OF INFORMATION**

In the Ordinance, the City made the following agreement for the benefit of the holders and Beneficial Owners of the Bonds. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the City will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to the Municipal Securities Rulemaking Board ("MSRB"). This information will be available free of charge via the Electronic Municipal Market Access ("EMMA") System at [www.emma.msrb.org](http://www.emma.msrb.org).

**ANNUAL REPORTS...**The City will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the City of the general type included in this Official Statement under Tables numbered 1 through 5 and in Appendix B. The City will update and provide this information within six months after the end of each fiscal year. The City will provide the updated information to the MSRB annually via EMMA.

The City may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by the Securities and Exchange Commission Rule 15c2-12, (the "Rule"). The updated information will include audited financial statements, if the City commissions an audit and it is completed by the required time. If audited financial statements are not available by the required time, the City will provide notice that audited financial statements are not available and will provide unaudited financial statements for the applicable fiscal year to the MSRB via EMMA and audited financial statements when they become available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix B or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulations.

The City's current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 in each year for the preceding year, unless the City changes its fiscal year. If the City changes its fiscal year, it will notify the MSRB of the change.

**MATERIAL EVENT NOTICES...**The City will also provide timely notices of certain events to the MSRB. The City will provide notice of any of the following events with respect to the Bonds, if such event is material to a decision to purchase or sell Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or events affecting the tax-exempt status of the Bonds; (7) modifications to rights of holders of the Bonds; (8) Bond calls; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds; and (11) rating changes. In addition, the City will provide timely notice of any failure by the City to provide information, data, or financial statements in accordance with its agreement described above under "Annual Reports."

**AVAILABILITY OF INFORMATION FROM MSRB...** The City has agreed to provide the foregoing information, only as described above. Investors will be able to access continuing disclosure information filed with the MSRB free of charge at [www.emma.msrb.org](http://www.emma.msrb.org).

**LIMITATIONS AND AMENDMENTS...**The City has agreed to update information and to provide notices of material events only as described above. The City has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The City makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The City disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of Bonds may seek a writ of mandamus to compel the City to comply with its agreement.

The City may amend its continuing disclosure agreement from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status or type of operations of the City, if (i) the agreement, as amended, would have permitted an underwriter to purchase or sell the Bonds in the offering described herein in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (ii) either (a) the holders of a majority in aggregate principal amount of the outstanding Bonds consent to the amendment or (b) any person unaffiliated with the City (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the holders and Beneficial Owners of the Bonds. If the City so amends the agreement, it has agreed to include with the next financial information and operating data provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

**COMPLIANCE WITH PRIOR UNDERTAKINGS...**During the last five years, the City has complied in all material respects with its prior undertakings.

#### **OTHER INFORMATION**

**RATINGS...**The Bonds are rated "AAA" by Fitch Ratings, One State Street Plaza, New York, New York, 10004 ("Fitch"), "Aa2" by Moody's Investors Service, Inc., 99 Church Street, New York, New York, 10007 ("Moody's"), and "AA+" by Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business, 55 Water Street, New York, New York, 10041 ("S&P") for credit ratings on the Bonds. The unenhanced outstanding water and wastewater revenue debt of the City is rated "Aa2" by Moody's, "AA+" by S&P and "AAA" by Fitch. The ratings reflect only the respective views of such organizations and the City makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by any or all of such rating companies, if in the judgment of any or all companies, circumstances so warrant. Any such downward revision or withdrawal of such ratings, or either of them, may have an adverse effect on the market price of the Bonds.

Moody's and Fitch have recently recalibrated their long-term municipal ratings to their global rating scales.

Information regarding Moody's recalibration may be found on Moody's website at [http://v3.moodys.com/researchdocumentcontentpage.aspx?docid=PBM\\_PBM123300](http://v3.moodys.com/researchdocumentcontentpage.aspx?docid=PBM_PBM123300).

Information regarding Fitch's recalibration may be found on Fitch's website at [http://www.fitchratings.com/creditedesk/reports/report\\_frame.cfm?rpt\\_id=506212](http://www.fitchratings.com/creditedesk/reports/report_frame.cfm?rpt_id=506212).

**LITIGATION...** Reed v. City of Arlington: Kim W. Lubke ("Lubke") filed a lawsuit against the City of Arlington on February 15, 2002. The case was tried by jury in April 2004. Judgment in the amount of \$1.1 million was rendered against Arlington for violation of the FMLA. The case was appealed to the Fifth Circuit. On June 30, 2006, the Fifth Circuit affirmed the liability portion of the judgment and remanded the damages portion to the District Court to apply an offset for benefits received from Arlington. Meanwhile, it was learned that Lubke filed bankruptcy prior to his appeal and failed to disclose the trial court judgment to the bankruptcy court. The bankruptcy case was re-opened and the bankruptcy trustee (Plaintiff, Diane G. Reed, ("Reed")) now owns Lubke's claim. The District Court found that Lubke is judicially estopped from pursuing the judgment but the trustee can pursue the claim to the extent of the bankruptcy estate. Further, although after an evidentiary hearing, the Judge reduced Lubke's damages to \$357,000, and he awarded attorneys' fees of \$695,357. Both sides have appealed the Judge's rulings to the Fifth Circuit Court of Appeals. Damages in the event of failing to prevail on the legal issues are anticipated to exceed \$1,000,000. Oral arguments were presented to the Fifth Circuit on September 2, 2009 and no ruling has been made.

Frame, et.al. v. City of Arlington: Arlington is currently involved in an American with Disabilities Act discrimination lawsuit in which six wheelchair bound Plaintiffs allege that they are discriminated against because of the condition of curb ramps and sidewalks in the public rights-of-way in the City of Arlington. Arlington contends that Arlington is in compliance with the ADA. Arlington's Motion to Dismiss was granted and the case was appealed to the Fifth Circuit. The Fifth Circuit reversed the dismissal but applied a limitations period of two years. Thus, under the Fifth Circuit's analysis, Arlington would only be responsible for non-compliant sidewalks or curbs constructed in the last two years, which would be virtually none. However, both sides have filed a motion for rehearing as Arlington does not believe the analysis regarding sidewalks being a program under the ADA is correct and the Plaintiffs are contesting the two-year statute of limitations. The probability of an unfavorable outcome is remote.

Various other claims and lawsuits are pending against the City. In the opinion of City management, the potential losses, in excess of APFA limitations (see "Self Insurance") or insurance coverage, if any, on all such claims will not have a materially adverse effect on the City's financial position, as a whole.

**REGISTRATION AND QUALIFICATION OF BONDS FOR SALE...**The sale of the Bonds has not been registered or qualified under the Securities Act of 1933, as amended, in reliance upon exemptions provided therein; the Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities act of any jurisdiction. The City assumes no responsibility for registration or qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be offered, sold, assigned, pledged, hypothecated, or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemptions from securities registration or qualification provisions.

**LEGAL MATTERS...** The City will furnish a complete transcript of proceedings incident to the authorization and issuance of the Bonds, including the unqualified approving legal opinion of the Attorney General of the State of Texas to the effect that the Bonds are valid and legally binding obligations of the City and based upon examination of such transcript of proceedings, the approving legal opinion of Vinson & Elkins L.L.P., Bond Counsel, with respect to the Bonds being issued in compliance with the provisions of applicable law and the interest on the Bonds being excludable from gross income for purposes of federal income tax. The form of Bond Counsel's opinion is attached hereto as Appendix C.

Bond Counsel was engaged by, and only represents, the City. Except as noted below, Bond Counsel did not take part in the preparation of the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained herein except that in its capacity as Bond Counsel, such firm has reviewed the information appearing under captions or subcaptions, "PLAN OF FINANCING" (except under the subcaption "Sources and Uses of Proceeds"), "THE BONDS" (except under the subcaptions "Book-Entry-Only System" and "Bondholders' Remedies"), "SELECTED PROVISIONS OF THE ORDINANCE", "TAX MATTERS", "CONTINUING DISCLOSURE OF INFORMATION" (except for the information under the subcaption "Compliance with Prior Undertakings"), and the subcaptions "Legal Investments and Eligibility to Secure Public Funds in Texas", "Registration and Qualification of Bonds for Sale" and "Legal Matters" under the caption "OTHER INFORMATION" and such firm is of the opinion that the information relating to the Bonds and legal matters contained under such captions and subcaptions is an accurate and fair description of the laws and legal issues addressed therein and, with respect to the Bonds, such information conforms to the Ordinance. The legal fee to be paid to Bond Counsel for services rendered in connection with the issuance of the Bonds is contingent upon the sale and delivery of the Bonds. The legal opinion of Bond Counsel will accompany the Bonds deposited with DTC or will be printed on the definitive Bonds in the event of the discontinuance of the Book-Entry-Only System. Certain legal matters will be passed upon for the Underwriters by their counsel, Andrews Kurth, LLP, Austin, Texas. The legal fee of such firm is contingent upon the sale and delivery of the Bonds.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of the expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

**LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS...**Under the Texas Public Security Procedures Act (Texas Government Code, Chapter 1201), the Bonds (i) are negotiable instruments, (ii) are investment securities to which Chapter 8 of the Texas Business and Commerce Code applies, and (iii) are legal and authorized investments for (A) an insurance company, (B) a fiduciary or trustee, or (C) a sinking fund of a municipality or other political subdivision or public agency of the State of Texas. The Bonds are eligible to secure deposits of any public funds of the State, its agencies and political subdivisions, and are legal security for those deposits to the extent of their market value. For political subdivisions in Texas which have adopted investment policies and guidelines in accordance with the Public Funds Investment Act (Texas Government Code, Chapter 2256), the Bonds may have to be assigned a rating of not less than "A" or its equivalent as to investment quality by a national rating agency before such obligations are eligible investments for sinking funds and other public funds. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Bonds are legal investments for state banks, savings banks, trust companies with at least \$1 million of capital and savings and loan associations.

The City has made no investigation of other laws, rules, regulations or investment criteria which might apply to such institutions or entities or which might limit the suitability of the Bonds for any of the foregoing purposes or limit the authority of such institutions or entities to purchase or invest in the Bonds for such purposes. The City has made no review of laws in other states to determine whether the Bonds are legal investments for various institutions in those states.

**UNDERWRITING...**The Bonds are being purchased by Morgan Keegan & Company, Inc. as Senior Managing Underwriter, on behalf of a group of Underwriters listed on the cover of this Official Statement (the “Underwriters”). The purchase contract for the Bonds (the “Purchase Contract”) sets forth the obligation of the Underwriters to purchase the Bonds at an underwriting discount of \$123,500.70 from the initial public offering prices set forth on the inside cover of this Official Statement, plus accrued interest, and is subject to certain terms and conditions, including the approval of certain legal matters by Bond Counsel. The Purchase Contract provides that the Underwriters will purchase all of the Bonds if any are purchased. The Underwriters may offer and sell the Bonds to certain dealers and others at prices different from the public offering prices stated on the inside cover of this Official Statement. The public offering prices may be changed from time to time at the discretion of the Underwriters.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

**FINANCIAL ADVISOR...**Estrada Hinojosa & Company, Inc. is employed as Financial Advisor to the City in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. Estrada Hinojosa & Company, Inc., in its capacity as Financial Advisor, does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies. The Financial Advisor to the City has provided the following sentence for inclusion in this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to the City and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

**VERIFICATION OF ARITHMETICAL AND MATHEMATICAL COMPUTATIONS...**The arithmetical accuracy of certain computations included in the schedules provided by Estrada Hinojosa & Company, Inc. on behalf of the City relating to (a) computation of forecasted receipts of principal and interest on the Federal Securities and the forecasted payments of principal and interest to redeem the Refunded Bonds and (b) computation of the yields of the Bonds and the restricted Federal Securities will be verified by Grant Thornton LLP, certified public accountants. Such computations will be based solely on assumptions and information supplied by Estrada Hinojosa & Company, Inc. on behalf of the City. Grant Thornton LLP will restrict its procedures to verifying the arithmetical accuracy of certain computations and will not make any study or evaluation of the assumptions and information on which the computations will be based and, accordingly, will not express an opinion on the data used, the reasonableness of the assumptions, or the achievability of the forecasted outcome.

**FORWARD-LOOKING STATEMENTS DISCLAIMER...**The statements contained in this Official Statement, and in any other information provided by the City, that are not purely historical, are forward-looking statements, including statements regarding the City's expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the City on the date hereof, and the City assumes no obligation to update any such forward-looking statements. The City's actual results could differ materially from those discussed in such forward-looking statements.

The forward-looking statements included herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal, and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial, and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the City. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

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**MISCELLANEOUS...**The financial data and other information contained herein have been obtained from the City's records, audited financial statements and other sources which are believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. All of the summaries of the statutes, documents and resolutions contained in this Official Statement are made subject to all of the provisions of such statutes, documents and resolutions. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original documents in all respects.

The Ordinance authorizing the issuance of the Bonds approves the form and content of this Official Statement, and any addenda, supplement or amendment thereto, and authorizes its further use in the reoffering of the bonds by the Underwriters.

/s/ Robert Cluck, M.D.  
Mayor  
City of Arlington, Texas

ATTEST:  
/s/ Karen Barlar  
City Secretary  
City of Arlington, Texas

**SCHEDULE I**  
**SCHEDULE OF REFUNDED BONDS**

<b>Bond</b>	<b>Original Dated Date</b>	<b>Original Maturity Date</b>	<b>Interest Rates</b>	<b>Amount</b>
Water and Wastewater System Revenue Bonds, Series 2001 <sup>(1)</sup>	3/1/2001	6/1/2012	5.00%	\$ 1,040,000
		6/1/2013	5.00%	1,040,000
		6/1/2014	5.00%	1,040,000
		***	***	***
		6/1/2020	5.00%	<u>1,035,000</u>
				4,155,000
Water and Wastewater System Revenue Bonds, Series 2002 <sup>(2)</sup>	3/1/2002	6/1/2013	4.60%	\$ 810,000
		6/1/2014	4.70%	810,000
		6/1/2015	4.80%	810,000
		6/1/2016	4.90%	805,000
		6/1/2017	5.00%	805,000
		6/1/2018	5.00%	805,000
		6/1/2019	5.00%	805,000
		6/1/2020	5.00%	805,000
		6/1/2021	5.00%	<u>805,000</u>
				\$ 7,260,000
Total Refunded Bonds				<u>\$ 11,415,000</u>

<sup>(1)</sup> The maturities will be redeemed prior to original maturity on June 1, 2011 at par.

<sup>(2)</sup> The maturities will be redeemed prior to original maturity on June 1, 2012 at par.

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**APPENDIX A**

**GENERAL INFORMATION REGARDING THE CITY**

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**THE CITY...**The City is located in the eastern part of Tarrant County, equidistant between Dallas and Fort Worth on Interstate Highways 20 and 30, which are limited access highways. The City's location places it at the geographical center of the Dallas-Fort Worth metropolitan area. The land area of the City contained within its corporate boundary is approximately 99.4 square miles.

The City was incorporated January 17, 1920, under the provisions of the Home Rule Amendment to the Texas State Constitution. The City provides the following services to the citizens of the City: public safety (police and fire), public works, public welfare, parks and recreation, public health, water and wastewater utilities, and general administrative services.

**GENERAL...**The City operates under the Council-Manager form of government as established by its Charter. There is a nine member City Council (the "Council") vested with local legislative power. Three council members and the Mayor are elected "at large" and five council members are elected in five single member districts. All members of the Council are elected for terms of two years, with the elections being held in even/odd years for approximately half the seats. The Council elects a Mayor Pro Tem from among its members.

**MAYOR AND CITY COUNCIL...**Policy-making and supervisory functions are the responsibility of and are vested in the Council under provisions of the City Charter. Ordinances, resolutions and zoning decisions are presented at Council meetings at 6:30 p.m. on the second and fourth Tuesday of each month. Council meetings are broadcast on the local cable public access station and webcast. A simple majority of the Council constitutes a quorum. The Mayor is required to vote on all matters considered by the Council, but has limited power to veto Council actions that can be overridden by simple majority action of the Council.

**ADMINISTRATION...**The City Manager is the administrative head of the municipal government and carries out the policies of the Council. With the assistance of three Deputy City Managers, he coordinates the functions of the various municipal agencies and departments responsible for the delivery of services to residents. The City Manager is appointed by the Council and serves at the pleasure of the Council.

Excluding the positions and offices of the City Attorney, City Auditor and certain others whose appointments are reserved for Council action, the City Manager appoints and removes all City employees. The City Manager exercises control over all City departments and divisions and supervises their personnel; recommends Council legislative actions; advises Council on the City's financial conditions and needs; prepares and submits to Council the annual budget; and performs such duties required by Council.

**CERTAIN CITY COUNCIL APPOINTEES...**The Council appoints the City Attorney who has management, charge, and control of all legal business of the City. He is chief legal advisor to the Council, the City Manager, and all City departments and agencies. It is his duty to advise Council concerning the legality of actions by the City and to represent the City in all matters affecting its interest.

The City's Municipal Court Judiciary provides for the adjudication of Class "C" misdemeanor cases, issuance of warrants and the arraignment of prisoners.

The Council appoints the City Auditor who manages the Internal Audit Division which monitors the internal controls and operations of the City and its assets, monitors security of electronic data and responds to management requests for analyses, appraisals and recommendations.

The Council also appoints members to certain boards, commissions, and authorities as it deems necessary to the operation of the City.

**PRINCIPAL EXECUTIVE OFFICERS...**City Manager – Mr. James Holgersson – with the City since June, 2005, received his bachelor's degree from Augustana College in Illinois and a Master's degree in Public Administration from the University of Arkansas. He is an active member of the International City/County Management Association. Prior to joining the City, he served as a deputy city manager with the City of San Jose, California, and as city manager of the cities of Waco, Texas and Kalamazoo, Michigan. In addition he served as Executive Director of the Rapoport Foundation in Waco.

Deputy City Manager for Neighborhood Services – Mr. Trey Yelverton – with the City since January 1993, most recently as the Deputy City Manager for Economic Development. He received an undergraduate degree in Political Science - Public Administration from the University of Texas at Arlington, and a M.P.A. from University of North Texas. He is accredited by the International City Manager's Association.

Deputy City Manager for Capital Investment and Economic Development – Ms. Fiona Allen, P.E. – with the City since December 1990, most recently as the Deputy City Manager for Capital Investment. She received her B.S. in Civil Engineering from Texas A&M University and is a Professional Engineer and Registered Sanitarian.

Deputy City Manager for Strategic Support – Mr. Gilbert Perales – with the City since January, 2007, most recently as the Deputy City Manager for Neighborhood Services. Prior to working for the City, Mr. Perales was the assistant city manager of the City of Irving for over 5 years. He received a Bachelors Degree in Art and a Master's Degree in Public Administration from St. Mary's University.

Director of Water Utilities – Ms. Julia J. Hunt, P.E. – with the City since September 1984, received her bachelor's degree in civil engineering from Texas A&M University. She is a licensed professional engineer in Texas. Previously, she was Assistant Director, overseeing operations, and the manager of Water Information Services.

City Attorney – Mr. Jay Doegey – with the City since March 1986, a graduate of Southern Illinois University, he received his law degree from the University of Texas. Prior to joining the City, he was Senior Assistant City Attorney for the City of Corpus Christi, Texas.

Director of Financial and Management Resources, CFO – Ms. April Nixon – with the City since November 1992, most recently the Director of Management Resources and Administrative Services since 2005. Ms. Nixon received a Bachelor's Degree in Journalism from the University of Texas at Austin and a Master's of Business Administration from Texas Wesleyan University.

## FUNCTIONAL GROUPS

**GOVERNMENTAL SERVICES AND FACILITIES...**The City provides a full range of municipal services including police and fire, health, parks and recreation, public works, planning, and general administrative services. Water and wastewater services are accounted for in the City's Enterprise Fund. The City leased operation of the landfill to a private company beginning in May 2005.

The City's main municipal facilities include two general administrative buildings and a public safety building. There are 16 fire stations, four geographically distributed police stations, a police training center, a fire training center, one main and six branch libraries, 84 city parks, and four municipal golf courses.

Some of the other major facilities provided by the City include a convention center, five recreational centers, two senior citizen centers, and a municipal airport.

The City provides a comprehensive range of public services characteristic of its position as the most populous city in the Mid-Cities area of the Dallas-Fort Worth Metroplex. Presented in the following pages is a description of selected City agencies and departments contained within each of the four functional groups.

**NEIGHBORHOOD SERVICES GROUP...**The Deputy City Manager for Neighborhood Services is responsible for the oversight and management of the Police, Fire, Library, Community Services and the Parks and Recreation Departments. The partnering of these departments provides a strong connection between City resources and neighborhoods.

The Police Department is composed of three major units: Operations, Management Services, and Community Services. More than 800 members of the Arlington Police Department deliver law enforcement services using a neighborhood based policing model. In 1989, the Police Department joined an elite number of police agencies nationwide in achieving the certification standards required by the Commission on Accreditation for Law Enforcement Agencies, Inc. The Department was recertified in 2008.

The City's Fire Department is responsible for fire prevention, fire suppression and first response emergency medical services. The 426 employees of the Fire Department provide emergency responses from the City's 16 fire stations. The Fire Department has responsibility for 9-1-1 dispatch services. The Emergency Management Office is responsible for coordinating major emergency disaster responses for the City and reports to the Deputy City Manager.

The Library Department is responsible for the management and operation of the City's central library and six branch libraries. Circulation exceeds 1.5 million items annually.

The Community Services Department has various regulatory and safety responsibilities. The Code Enforcement Division is responsible for enforcing city regulations related to the maintenance, sanitation, rehabilitation and conservation of existing housing. The Health Division is responsible for the inspection of public swimming pools, new septic system installations and overseeing the inspection of food services establishments. In conjunction with Tarrant County, the Health Division operates the Public Health Center, which is responsible for administering immunizations to children and supplying preventive health screening for the elderly. The Housing Division is responsible for administering federal and state grant funds and providing housing assistance to qualified citizens.

The Parks and Recreation Department is responsible for the operation and maintenance of the City's 4,681 acres of parks, including four municipal golf courses and five recreational centers, two senior citizen centers, and the management of the Bob Duncan Community Center. It conducts a wide range of high quality, year-round leisure time programs that are responsive to the physical, social, cultural and environmental needs of the citizens of the City.

**CAPITAL INVESTMENT AND ECONOMIC DEVELOPMENT GROUP...** The Deputy City Manager for Capital Investment and Economic Development is responsible for oversight and management of two primary Groups within the City. By combining these functions under one Deputy, the City is able to effectively leverage resources across departments to create and enact a consistent vision.

The City functions covered by the Capital Investment Group include the Water Utilities Department, and Public Works and Transportation which includes Environmental Services.

The Water Utilities Department is responsible for assuring a continuous supply of safe high quality drinking water and collection and safe disposal of wastewater. The City's water treatment operations are nationally known and are recognized for their use of advanced technology. Transmission capacity has been designed to anticipate future peak demands well into this century. The department is structured in divisions focusing on Operations, Business Services, and Treatment. The department has received awards from the United States Environmental Protection Agency, Texas Municipal Utilities Association, Texas Water Utilities Association and the American Water Works Association.

Public Works and Transportation plans, designs, operates, acquires, constructs and maintains public facilities to ensure the safe and efficient movement of people, goods and storm water. The department is structured in divisions focusing on transportation planning, engineering operations, traffic, signal engineering, streets and storm water drainage. This department is also responsible for facilities maintenance and real estate services. Environmental Services oversees solid waste and fleet services contracts, air and water quality, public health concerns, the natural gas program, and stormwater management.

The City functions covered by the Economic Development Group include Economic Development, Community Development and Planning, the Convention Center and Aviation. They also oversee the City contract with the Convention and Visitors Bureau and the Downtown Arlington Management Corporation.

Economic Development is responsible for the airport and expanding its opportunities, downtown development as well as growing neighborhood businesses, and managing special districts.

Community Development and Planning is responsible for maintaining a long-range Comprehensive Plan that optimizes the physical, fiscal and natural resources of the City in its development. The Building Inspection Division enforces City ordinances regarding general construction, zoning, mechanical, electrical and plumbing activities. The planning staff provides coordination services in an effort to facilitate program development and implementation. Additional responsibilities include providing City staff and the public with current zoning and inventory maps and a wide range of demographic statistics.

The Convention and Event Services Department is responsible for the management of the Arlington Convention Center. The City contracts with the Arlington Convention and Visitors Bureau for the tourism marketing of the City of Arlington.

**STRATEGIC SUPPORT GROUP...**The Deputy City Manager for Strategic Support is responsible for the oversight and management of four City departments which include Financial and Management Resources, Workforce Services, Information Technology, and Municipal Court.

Financial and Management Resources oversees the financial affairs of the City and ensures the financial integrity of City operations. Department services include accounts payable, accounting, payroll, purchasing, treasury management and maintenance of the City's fixed asset inventory. It also oversees the budget division, and the City Secretary's Office which transcribes and maintains official City records, minutes and ordinances, and conducts City elections. It is also responsible for improving legislative and lobbying efforts as well as Public Information. It works with news media and issues publications, and implements programs to educate and inform citizens about City policies and programs. It is responsible for providing a communication and service link between the residents of and business owners in the City and all City Departments. It also includes Knowledge Services which provides printing, copying, records management, and mailroom services to the organization.

Workforce Services is responsible for planning, developing, and administering the functions of employment, testing, training, and employee relations. It also administers the salary and benefit program and risk management program.

Information Technology has the responsibility for the processing and electronic storage of information used in the daily business of the City.

Municipal Court is responsible for collecting court fines, setting trial dockets, and maintaining Municipal Court records.

## ECONOMIC AND DEMOGRAPHIC FACTORS

**POPULATION...**The 2010 estimated population for the City of Arlington is 370,450. The following table presents population figures for selected years.

Year	Arlington	Annual Rate of Change	United States	Annual Rate of Change
1950	7,692	-	150,697,361	-
1960	44,775	19.30%	178,464,236	1.71%
1970	90,229	7.30%	203,211,926	1.31%
1980	160,113	5.90%	226,545,805	1.09%
1990	261,721	5.00%	248,765,170	0.94%
2000	332,969 <sup>(1)</sup>	2.40%	281,421,906	1.40%
2003	351,719	1.90%	290,809,777	1.11%
2004	355,630	1.10%	293,655,404	1.01%
2005	361,300	1.60%	296,410,404	0.94%
2006	362,393	0.30%	301,071,787	1.57%
2007	364,300	0.50%	303,241,702	0.72%
2008	369,150	1.30%	305,727,974	0.82%
2009	370,450	0.40%	308,784,189	1.00%
2010	367,987 <sup>(2)</sup>	-0.66%	309,364,482 <sup>(3)</sup>	0.18%

Source: U.S. Dept. of Commerce, U.S. Census, and the Community Development and Planning Department Estimates.

<sup>(1)</sup> Actual 2000 Census population.

<sup>(2)</sup> Estimated by the City of Arlington as of March 31, 2010

<sup>(3)</sup> U.S. Census Bureau as of April 27, 2010

### PER CAPITA PERSONAL INCOME

	2007	2006	2005	2004
Tarrant County	\$38,538	\$37,214	\$35,368	\$33,177
Texas	36,829	35,275	33,172	30,732
United States	39,430	37,728	35,447	33,050

Source: U.S. Department of Commerce, Bureau of Economic Analysis.

**EDUCATIONAL FACILITIES...**Public education is provided principally by the Arlington Independent School District (“AISD”) and part of the Mansfield Independent School District (“MISD”) which overlaps all but a small portion of the City. The AISD public schools feature nine high schools, thirteen junior high schools, fifty-two elementary schools, one pre-kindergarten campus, one immigrant education campus, one alternative school and three discipline-management campuses. AISD’s professional staff of 4,236 serves a peak enrollment of 62,684 students. MISD has fifteen schools in the City, including two high schools, four middle schools and nine elementary schools. The fifteen schools serve approximately 12,447 students.

The University of Texas at Arlington, founded in 1895, has an approximate enrollment of 28,000 students and offers 190 degree programs at the bachelor, master, and doctoral levels. The physical plant, located on a 425 acre campus, includes 107 University academic and dormitory buildings.

Tarrant County College opened its Southeast Campus in the City during 1996. The 193-acre site features a current enrollment of approximately 10,000 students and has 750 employees. The college offers Associate degrees in Arts, Applied Sciences, and various Technical certificates.

Summarized below is information concerning the AISD and MISD annual peak enrollment and the percentage changes for the last five fiscal years.

**Public School Enrollment**

Fiscal Year	AISD Peak Enrollment	Percentage Change	MISD Peak Enrollment	Percentage Change
2006	63,397	-	15,085	-
2007	63,082	-0.50%	14,456	-4.17%
2008	62,863	-0.35%	14,112	-2.38%
2009	63,503	1.02%	14,149	0.26%
2010 <sup>(1)</sup>	62,684	-1.29%	12,447	-12.03%

Source: City of Arlington, FYE 2009 Financial Operating Data

(1) AISD Enrollment Report as of May 24, 2010 and Mansfield ISD May 25, 2010, Enrollment Report

**EMPLOYMENT**

**Arlington Major Employers**

Employer	Type of Business	Number of employees
Arlington Independent School District	Public Education	5,144
University of Texas at Arlington	Higher Education	4,987
Dallas Cowboys Football Club	Sports Entertainment	2,772
Six Flags Over Texas (1)	Amusement Park	2,500
City of Arlington	Municipality	2,468
General Motors (2)	Automobile Assembly	2,362
Texas Resource Health - AMH	Health Care	2,105
Texas Rangers Baseball Club (3)	Sports Entertainment	1,295
Medical Center of Arlington	Health Care	1,250
Washington Mutual Card Service	Finance	1,117
<b>Total</b>		<b>26,000</b>

Source: Arlington Chamber of Commerce.

- <sup>(1)</sup> Texas Flags/Six Flags of Texas filed for bankruptcy protection in 2009. The amusement park operated by the company in Arlington remains open and operating. The City can make no representation concerning the financial viability of the company or its future operations in the City. The company is current on its tax liability.
- <sup>(2)</sup> General Motors Corporation owns and operates an assembly plant in the City. The company filed for bankruptcy protection in 2009 and is undergoing reorganization. The plant in Arlington was closed for a period of time but has now reopened. The City can make no representations concerning the financial viability of the company or its future operations in the City, including whether the company will continue to operate the assembly plant in Arlington. The company is current on its tax liability.
- <sup>(3)</sup> The Texas Rangers Baseball Club (the "Rangers"), filed voluntary Chapter 11 bankruptcy on May 26, 2010. The Rangers and the City have executed a letter agreement that during the bankruptcy, the Rangers agree to continue to make all lease obligations and that all lease payments and obligations to the City would not be challenged. All lease payments to date are current.

As illustrated in the table below, Arlington has managed to maintain lower unemployment rates than the United States and the State of Texas. For 2009, the City's unemployment rate averaged 7.1 percent compared to the U.S. rate of 9.3 percent and the Texas rate, which was 7.5 percent.

	<b>Unemployment Rate Annual Average Rates</b>				
	<b>2010<sup>(1)</sup></b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Arlington</b>	7.5	7.1	4.5	4.2	4.8
<b>Texas</b>	8.1	7.5	4.8	4.3	4.9
<b>United States</b>	9.5	9.3	5.8	4.6	4.6

Source: U.S. Bureau of Labor Statistics.

<sup>(1)</sup> City of Arlington, as of April 2010.

**FINANCIAL INSTITUTIONS...** There are fifty-five commercial banks, state banks and savings and loan associations in the City.

**BUILDING PERMITS...** During the FY 2009 the City issued 4,606 building permits with a total value of \$266,648,000. Presented below is a table covering building permit activity for the last three fiscal years:

	<b>2009</b>		<b>2008</b>		<b>2007</b>	
	<b>Permits</b>	<b>Value (000's)</b>	<b>Permits</b>	<b>Value (000's)</b>	<b>Permits</b>	<b>Value (000's)</b>
New Single Family	1,384	\$ 58,559	1,838	\$ 91,597	829	\$ 126,286
New Multifamily	2	2,605	11	35,620	3	19,029
New Commercial	720	202,377	796	197,338	127	55,483
Other (Additions, etc. <sup>(1)</sup> )	2,500	3,107	3,264	4,793	2,276	67,963
<b>Grand Total</b>	<b>4,606</b>	<b>266,648</b>	<b>5,909</b>	<b>329,348</b>	<b>3,235</b>	<b>268,761</b>

<sup>(1)</sup> Number of permits includes: Signs permits, Certificates of occupancy, and Fire permits issued. Only sign permits have an associated declared valuation within this classification.

Source: City Building Inspections Division.

#### **PENSION FUND**

The City provides pension benefits for all of its full-time employees through a nontraditional, joint contributory, defined benefit plan in the statewide Texas Municipal Retirement System (TMRS), one of 811 currently administered by TMRS, an agent multiple-employer public employee retirement system. TMRS issues a publicly available financial report that includes financial statements and required supplementary information for TMRS. That report may be obtained by writing to TMRS, P.O. Box 149153, Austin, Texas, 78714.

Benefits depend upon the sum of the employee's contributions to the plan, with interest, and the City-financed monetary credits, with interest. At the date the plan began, the City granted monetary credits for service rendered before the plan began of a theoretical amount equal to two times what would have been contributed by the employee, with interest, prior to establishment of the plan. Monetary credits for service since the plan began are a percent (100 percent, 150 percent, or 200 percent) of the employee's accumulated contributions. In addition, the City can grant as often as annually another type of monetary credit referred to as an updated service credit which is a theoretical amount which, when added to the employee's accumulated contributions and the monetary credits for service since the plan began, would be the total monetary credits and employee contributions accumulated with interest if the current employee contribution rate and City matching percent had always been in existence and if the employee's salary had always been the average of his salary in the last three years that are one year before the effective date. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions, with interest, and the employer-financed monetary credits, with interest, were used to purchase an annuity. Additionally, initiated in 1998, the City provides, on an annually repeating basis, annuity increases for retirees equal to 70% of the change in the consumer price index.

Members can retire at ages 60 and above with 5 or more years of service or with 20 years of service regardless of age. A member is vested after 5 years, but he must leave his accumulated contributions in the plan. If a member withdraws his own money, he is not entitled to the employer-financed monetary credits, even if he was vested. The plan provisions are adopted by the City Council, within the options available in the state statutes governing TMRS and within the actuarial constraints also in the statutes.

Plan provisions for the City were as follows (as of 4/1/06):

Deposit Rate:	7%
Matching Ratio: (City to Employee)	2 to 1
A member is vested after:	5 years

Under the state law governing TMRS, the actuary annually determines the City contribution rate. This rate consists of the normal cost contribution rate and the prior service cost contribution rate. The normal cost contribution rate finances the currently accruing monetary credits due to the City's matching percent, which are the obligation of the City as of an employee's retirement date, not at the time the employee's contributions are made. The normal cost contribution rate is the actuarially determined percent of payroll necessary to satisfy the obligation of the City to each employee at the time his/her retirement becomes effective. The prior service contribution rate amortizes the unfunded actuarial liability. Contributions are made monthly by both the employees and the City. Since the City needs to know its contribution rate in advance to budget for it, there is a one-year lag between the actuarial valuation that is the basis for the rate and the calendar year when the rate goes into effect. If a change in plan provisions is elected by the City, this rate can change.

For 2009, the City's annual pension cost of \$29,582,321 was \$7,287,773 higher than the City's contribution of \$22,294,458, resulting in a net pension obligation. Since its inception, TMRS has used the Unit Credit actuarial funding method. This method accounts for liability accrued as of the valuation date, but does not project the potential future liability of provisions adopted by the City. For the December 31, 2007 valuation, the TMRS board determined that the Projected Unit Credit (PUC) funding method should be used, which facilitates advance funding for future updated service credits and annuity increases that are adopted on an annually repeating basis.

In addition, the Board also adopted a change in the amortization period from a 25-year "open" to a 25-year "closed" period. TMRS Board of Trustee rules provide that, whenever a change in actuarial assumptions or methods results in a contribution rate increase in an amount greater than .5%, the amortization period will be increased to 30 years, unless a city requests that the period remain at 25 years. For cities with repeating features, these changes would likely result initially in higher required contributions and lower funded ratios; however, the funded ratio should show steady improvement over time. To assist in this transition to higher rates, the Board also approved an eight-year phase-in period, which will allow cities the opportunity to increase their contributions gradually (approximately 12.5% each year) to their full rate.

As of December 31, 2008, the most recent actuarial valuation date, the plan was 60.6% funded. The actuarial accrued liability for benefits was \$594,441,728, and the actuarial value of assets was \$360,028,646, resulting in an unfunded actuarial accrued liability (UAAL) of \$234,413,082. The covered payroll (annual payroll of active employees covered by the plan) was \$143,790,6319, and the ratio of the UAAL to the covered payroll was 163%.

The actuarial assumptions included (a) 7.5 % investment rate of return (b) 3% payroll growth, (c) 2.1% cost of living adjustment, and (d) 3% inflation rate adjustment. The asset valuation method is amortized cost. The City's unfunded actuarial accrued liability is being amortized over a 30-year closed period with 29 years remaining.

The following table discloses five-year historical trend information relating to the TMRS plan.

Fiscal Year Ended 9/30	Annual Pension Cost (APC)	Percentage of	
		APC Contribution	Net Pension Obligation
2005	14,671,901	100%	-
2006	14,512,396	100%	-
2007	15,164,348	100%	-
2008	19,486,546	100%	-
2009	29,582,231	75%	7,287,773

**OTHER POST-EMPLOYMENT BENEFITS**

**RETIREE HEALTH INSURANCE...Plan Description.** The City of Arlington administers a single-employer defined benefit health care plan. The plan provides postretirement health care benefits to eligible retirees and their spouses.

An eligible employee can continue their health care coverage in retirement if their age plus service is at least 70 with a minimum age requirement of 50 years and a minimum of ten years of service with the City. Employees hired after December 31, 2005 are not eligible for postretirement health care benefits. As of January 1, 2009, 586 retirees met those eligibility requirements. The City plan has a non-duplication coordination of benefits with Medicare and other primary plans for retirees and/or their dependants.

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets</u>	<u>Actuarial Liability (AAL) Entry Age</u>	<u>Funded Ratio</u>	<u>Unfunded AAL (UAAL)</u>	<u>Annual Covered Payroll</u>	<u>UAAL as a Percentage of Covered Payroll</u>
1/1/2007	\$ -	\$ 101.80	0.0%	\$ 101.80	\$ 138.00	73.8%
1/1/2009	-	104.50	0.0%	104.50	106.00	98.6%

An actuarial valuation was not performed as of 1/1/2008

**DISABILITY INCOME PLAN...Plan Description.** DIP is a single-employer defined benefit disability income plan that covers the employees of the City. The plan originally provided in-service death benefits and long term disability benefits commencing upon disablement. The plan was amended to eliminate the in-service death benefit and to start disability payments at age 65. The plan contemplates that long term disability benefits will be provided through a separate LTD insurance contract prior to age 65. The retired life liability for current disabled employees (many of whom are under age 65) is retained under the plan.

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets</u>	<u>Actuarial Liability (AAL) Entry Age</u>	<u>Funded Ratio</u>	<u>Unfunded AAL (UAAL)</u>	<u>Annual Covered Payroll</u>	<u>UAAL as a Percentage of Covered Payroll</u>
7/1/2007	\$ 349	\$ 2,633	13.3%	\$ (2,284)	\$ 105,480	2.2%
7/1/2008	482	2,734	17.6%	(2,252)	117,128	1.9%
7/1/2009	581	2,770	21.0%	(2,189)	122,952	1.8%

**SUPPLEMENTAL DEATH BENEFITS PLAN...Plan Description.** The City of Arlington contributes to the Supplemental Death Benefit Fund (SDBF), a cost-sharing multiple-employer defined benefit group term life insurance plan operated by the Texas Municipal Retirement System (TMRS). This is a separate trust administered by the TMRS Board of Trustees. SDBF provides a death benefit of \$7,500 for retirees. TMRS issues a publicly available financial report that includes financial statements and required supplementary information for SDBF. That report may be obtained from the TMRS website at [www.TMRS.com](http://www.TMRS.com).

**SELF INSURANCE**

As of November 1, 1986, the City of Arlington became fully self-insured for General, Auto, Public Officials, and Law Enforcement Liability coverages. The self-insurance plan provides for \$1 million per occurrence coverage with a \$3 million annual aggregate loss limit. In the absence of commercial liability insurance at reasonable cost, alternative measures for funding liability claims expense had to be developed. Arlington officials created a fully funded self-insurance program by issuing taxable municipal obligations. An actuarial study performed by the Wyatt Company, Dallas, Texas, determined that the City of Arlington would need \$9.9 million to cover statistically predictable liability losses incurred between November 1, 1986, and November 1, 1996. Obligations were issued in the principal amount of \$9,000,000 and the City contributed \$1,000,000 from its General Fund. On January 12, 1999, the City issued \$7,000,000 Combination Tax and Revenue Certificates of Obligation, Taxable Series 1999. The proceeds of this issue were used to recapitalize the City's self-insurance program. The annual actuarial study in May 1999 estimated that the \$7,000,000 of proceeds would adequately fund the self-insurance program through September 30, 2004. Subsequent actuarial studies and actual fund performance allowed continuation through September 30, 2006. As of September 30, 2009, total current assets less both current and non-current claims payable, was \$3,499,613. Beginning in fiscal year 2008, funding for the self-insurance plan has been provided by annual transfers from budgeted operating funds.

**APPENDIX B**

**AUDITED BASIC FINANCIAL STATEMENTS OF  
THE CITY OF ARLINGTON  
YEAR ENDED SEPTEMBER 30, 2009**

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## INDEPENDENT AUDITORS' REPORT

The Honorable Mayor and Members of City Council  
City of Arlington, Texas

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund, the aggregate discretely presented component units, and the aggregate remaining fund information of the City of Arlington, Texas (the "City"), as of and for the year ended September 30, 2009, which collectively comprise the City's basic financial statements as listed in the accompanying table of contents. These financial statements are the responsibility of the City of Arlington's management. Our responsibility is to express an opinion on the respective financial statements based on our audit. We did not audit the financial statements of the Housing Authority of the City of Arlington, Texas, or the Arlington Convention and Visitors Bureau, Inc., which statements reflect total assets constituting 6.63% and 0.64%, respectively, of total discrete component unit assets as of September 30, 2009, and total program revenues constituting 80.71% and 13.69%, respectively, of total discrete component unit program revenues for the year then ended. Those financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for the Housing Authority of the City of Arlington, Texas, and the Arlington Convention and Visitors Bureau, Inc., is based solely on the reports of the other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the respective financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, based on our audit and the reports of other auditors, the basic financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, business-type activities, each major fund, the aggregate discretely presented component units, and the aggregate remaining fund information of the City of Arlington, Texas, as of September 30, 2009, and the respective changes in financial position and respective cash flows, where applicable, thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Management's Discussion and Analysis, the Budgetary Comparison Schedule – General Fund, the Schedule of Funding Progress – TMRS, the Schedule of Funding Progress – Part-Time Deferred Income Trust, the Schedule of Funding Progress – Disability Income Plan, and the Schedule of Funding Progress – Postemployment Healthcare Plan are not required parts of the basic financial statements, but are supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of the City of Arlington's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and we do not express an opinion on it.

*Deloitte & Touche LLP*

March 1, 2010

## CITY OF ARLINGTON, TEXAS

### MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)

SEPTEMBER 30, 2009

This discussion and analysis of the City of Arlington's financial performance provides an overview and analysis of the City's financial activities for the fiscal year ended September 30, 2009. It should be read in conjunction with the accompanying letter of transmittal and financial statements.

#### FINANCIAL HIGHLIGHTS

- The City's net assets of governmental activities **increased** by \$338M (37.6%) this year, primarily because of a net increase in capital assets of \$375M. This increase in capital assets is primarily due to additional capitalized costs of construction on the Dallas Cowboys Complex Development Project (Cowboys Project). The City recorded an increase in construction costs of \$417M which included \$403M in contributions from the Cowboys Stadium, L. P. The stadium was completed in July 2009 and the cost of the completed stadium was moved from construction in progress to building and improvements.
- The City's **increase** in total net assets of \$420M for the year was \$273M higher than the increase last year. This variance is primarily attributable to a \$261M increase in contributions from the Cowboys Stadium, L. P. for construction of the Cowboys Project.
- The City's governmental funds reported combined ending fund balances of \$179M, a **decrease** of \$53M last year. This decrease is due to spending prior year's bond proceeds on current year capital outlay in the capital projects funds. \$21M was spent on street projects in the Street Capital Projects Fund. \$38M was spent on various capital projects in other non-major governmental funds.
- The 2009 General Fund unreserved fund balance was \$53M and unreserved and undesignated fund balance was \$3.7M. In 2008, the comparable balances were \$49M and \$.5M. Total unreserved and unreserved undesignated fund balance of \$53.1M is \$3.6M higher than last year primarily due to a lower reserve requirement for encumbrances of \$2.2M this year.
- Total debt of \$710.4M **decreased** \$19.5M during the year. Debt issues in 2009 include \$18M Water and Wastewater System Revenue bonds, \$14M Water and Wastewater System Revenue refunded bonds, and \$175M of Dallas Cowboys Complex special tax refunding bonds Series 2008 and Series 2009. Bond principal payments total \$219M on existing obligations. Debt is allocated 86% for general government, with the remaining 14% to water and wastewater activities.

#### OVERVIEW OF THE FINANCIAL STATEMENTS

The City's "basic financial statements" have three parts, government-wide financial statements, fund financial statements and notes to the financial statements. This is the

portion of the CAFR on which the auditors opine. The report also contains other supplementary information in addition to the basic financial statements themselves.

**Government-wide financial statements.** The government-wide financial statements are designed to provide readers with a broad overview the City's finances.

- **The Statement of Net Assets** presents information on all of the assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position is improving or deteriorating. The Statement of Net Assets combines governmental funds' current financial resources (short-term spendable resources) with additional accruals, capital assets and long-term obligations. Other non-financial factors should also be taken into consideration to assess the overall health or financial condition of the City, such as changes in the City's property tax base and the condition of the City's infrastructure.
- **The Statement of Activities** shows how the net assets changed during the most recent year. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but not used vacation leave). Both the Statement of Net Assets and the Statement of Activities are prepared utilizing the accrual basis of accounting.

In the aforementioned statements, the City's business is divided into three kinds of activities:

- **Governmental Activities** – Most of the City's basic services are reported here, including police, fire, libraries, planning and development, public works and transportation, parks and recreation, and general administration. Property taxes, sales taxes and franchise fees finance most of these activities.
- **Business-type Activities** – The City charges a fee to customers to help it cover all or most of the cost of certain services it provides. The City's water and sewer system is reported here, as well as storm water utilities.
- **Component Units** – The City includes one blended component unit in its report – Arlington Property Finance Authority, Inc. The City includes six discretely presented component units in its report – Arlington Sports Facilities Development Authority, Inc., Arlington Housing Authority, Arlington Convention and Visitors Bureau, Arlington Housing Finance Corporation, Arlington Tomorrow Foundation, and Arlington Industrial Corporation. Although legally separate, these component units are important because the City is financially accountable for them.

## REPORTING THE CITY'S MOST SIGNIFICANT FUNDS

### Fund Financial Statements

The fund financial statements provide detailed information about the most significant funds – not the City as a whole. Some funds are required to be established by state law and by bond covenants. However, the City establishes many other funds to help it control and manage money for particular purposes or to show that it is meeting legal responsibilities for using certain taxes, grants and other money.

**CITY OF ARLINGTON, TEXAS  
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
SEPTEMBER 30, 2009**

The majority of the City's basic services are reported in governmental funds, which focus on how money flows into and out of those funds and the balances left at year-end that are available for spending. These funds are reported using an accounting method identified as the modified accrual basis of accounting, which measures cash and all other financial assets that can readily be converted into cash. The governmental fund statements provide a detailed short-term view of the City's general government operations and the basic services it provides. Governmental fund information helps determine whether there are more or fewer financial resources that can be spent in the near future to finance the City's programs. By comparing information presented for governmental funds with similar information presented for governmental activities in the government-wide statements, readers may better understand the long-term impact of the government's near-term financing decisions. The relationships or differences between governmental activities (reported in the Statement of Net Assets and the Statement of Activities) and governmental funds are defined in a reconciliation following the fund financial statements.

The City maintains twenty-five individual governmental funds. Information is presented separately in the Governmental Funds Balance Sheet and in the Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances for the General Fund, Debt Service Fund, Streets Capital Projects Fund and the Stadium Venue Fund, all of which are considered to be major funds. Data from the other twenty-one governmental funds are combined into a single, aggregated nonmajor fund presentation. Individual fund data for each of these nonmajor governmental funds is provided in the form of combining statements elsewhere in the report.

The City charges customers for water and sewer services and storm water runoff. These services are reported in enterprise funds, a type of proprietary fund. Proprietary funds are reported in the same way that all activities are reported in the Statement of Net Assets and the Statement of Activities. The internal service funds, another component of proprietary funds, report activities that provide supplies and services for the City such as self-insurance and fleet maintenance functions.

## **THE CITY AS TRUSTEE**

### **Reporting the City's Fiduciary Responsibilities**

The City is the trustee, or fiduciary, for several funds, including the Part-Time Deferred Income Trust, Thrift Savings Plan, and Disability Income Plan, as well as certain amounts held on behalf of developers, property owners and others. All of the City's fiduciary activities are reported in separate Statements of Fiduciary Net Assets and Changes in Fiduciary Net Assets. While individual funds are provided in the report, the assets and activities of these funds are excluded from the City's government-wide financial statements, because the City cannot use these assets to finance its operations.

## **NOTES TO THE FINANCIAL STATEMENTS AND OTHER INFORMATION**

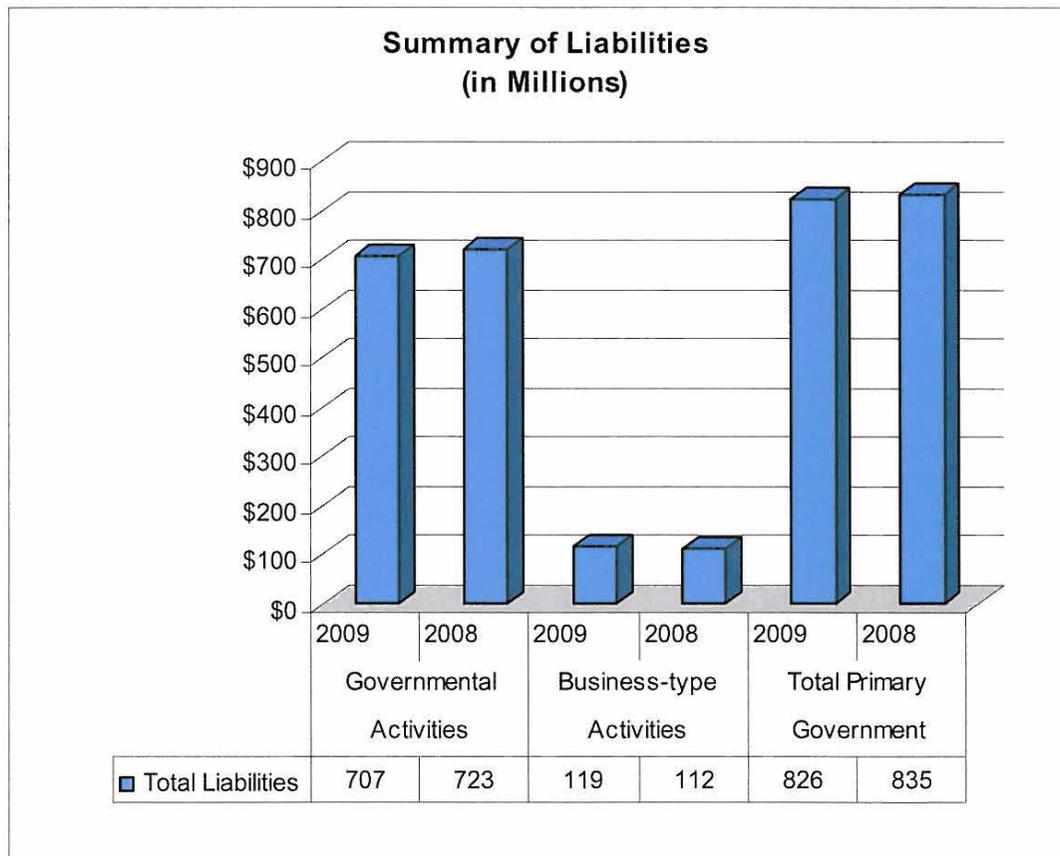
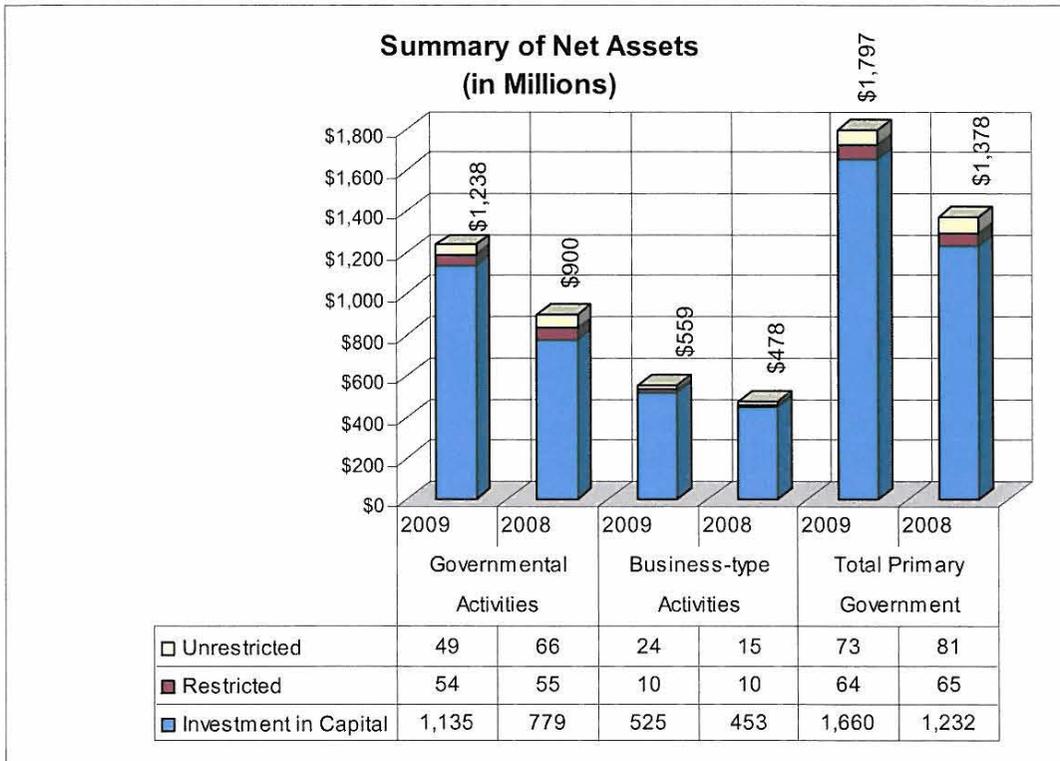
The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. In addition to the basic financial statements and accompanying notes, this report presents certain required supplementary information concerning the City's progress in funding its obligation to provide pension benefits to the employees.

**THE CITY AS A WHOLE – Government-wide Financial Analysis**

The City's combined net assets were \$1.8B as of September 30, 2009. Analyzing the net assets and net expenses of governmental and business-type activities separately, the business-type activities net assets are \$560M. This analysis focuses on the net assets and changes in general revenues and significant expenses of the City's governmental and business-type activities.

By far the largest portion of the City's net assets (92.7%) reflects its investment in capital assets (e.g., land, buildings, infrastructure, machinery, and equipment); less any related debt used to acquire those assets that is still outstanding. The City uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

CITY OF ARLINGTON, TEXAS  
 MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
 SEPTEMBER 30, 2009



CITY OF ARLINGTON, TEXAS  
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
SEPTEMBER 30, 2009

Table 1  
Summary of Net Assets  
(Amounts Expressed in Millions)

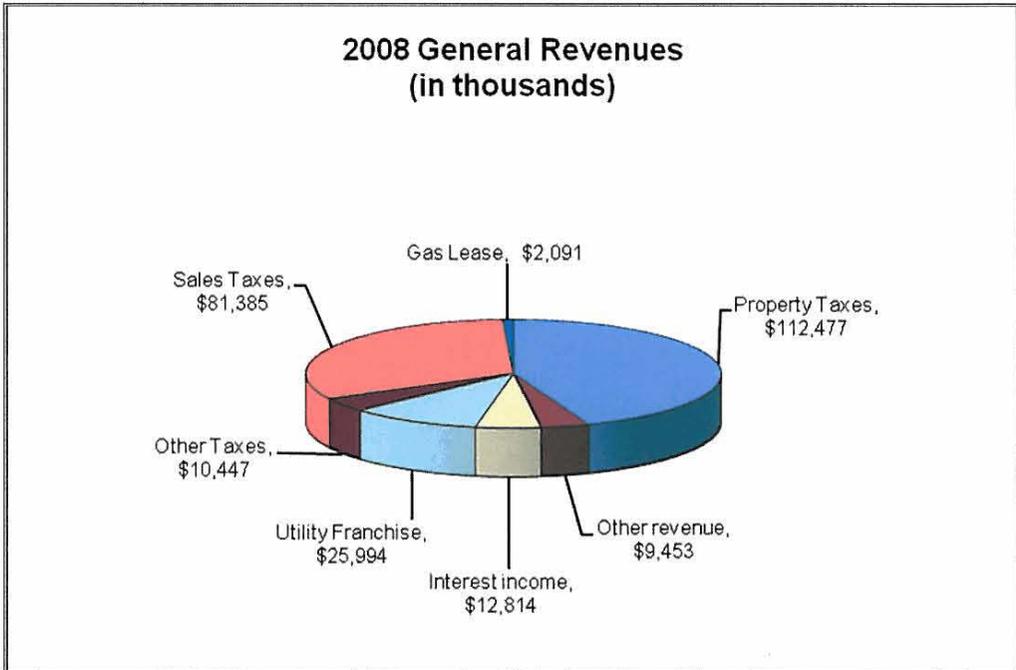
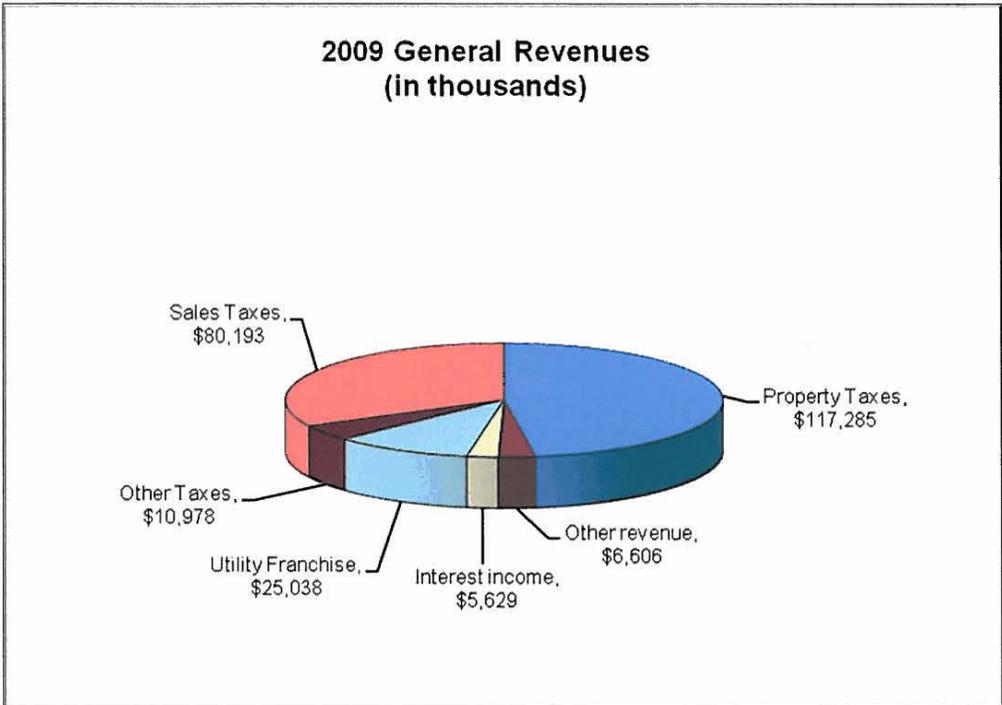
	Governmental Activities		Business-type Activities		Total Primary Government	
	2009	2008	2009	2008	2009	2008
Current and other assets	\$ 279	\$ 332	\$ 88	\$ 94	\$ 367	\$ 426
Capital assets	1,665	1,291	590	496	2,255	1,787
Total assets	1,945	1,623	678	590	2,623	2,213
Long-term liabilities	616	613	92	84	708	697
Other liabilities	91	110	27	28	118	138
Total liabilities	707	723	119	112	826	835
Net assets:						
Invested in capital assets, net of related debt	1,135	779	525	453	1,660	1,232
Restricted	54	55	10	10	64	65
Unrestricted	49	66	24	15	73	81
Total net assets	\$1,238	\$ 900	\$ 559	\$ 478	\$ 1,797	\$ 1,378

**Governmental Activities**

The City's general revenues decreased 3.5% (\$8.9M) compared to the prior year. The primary reason for this decrease was a \$7.2M decrease in interest revenue mostly due to declining interest rates. The reclassification of gas lease income from general revenue in 2008 to program revenue of the general government in 2009 made up the balance of the decrease.

Property tax revenue increased \$4.8M due to increased property valuations and the addition of new property throughout the City. The assessed value of the property in the City increased by \$656M or 4% while the property tax rate of \$0.6480 per \$100 assessed valuation remained the same as in 2008.

**CITY OF ARLINGTON, TEXAS  
 MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
 SEPTEMBER 30, 2009**



Governmental and Business-type activities increased the City's net assets by \$338M and \$81.4M, respectively. The key elements of these increases are:

CITY OF ARLINGTON, TEXAS  
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
SEPTEMBER 30, 2009

**Table 2**  
**Changes in Net Assets**  
**(Amounts Expressed in Thousands)**

	Governmental Activities		Business-type Activities		Total	
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
<b>Revenues:</b>						
Program Revenues:						
Charges for services	\$51,829	\$45,232	\$ 115,144	\$102,324	\$ 166,973	\$ 147,556
Operating grants and contributions	24,578	20,787	-	-	24,578	20,787
Capital grants and contributions	411,788	145,029	2,018	2,622	413,806	147,651
General Revenues:						
Taxes	208,456	204,309	-	-	208,456	204,309
Utility franchise fees	25,038	25,994	-	-	25,038	25,994
Gas lease income	-	2,091	-	-	-	2,091
Interest income	5,629	12,814	1,581	2,196	7,210	15,010
Other	6,606	9,453	183	(49)	6,789	9,404
<b>Total revenues</b>	<b>733,924</b>	<b>465,709</b>	<b>118,926</b>	<b>107,093</b>	<b>852,850</b>	<b>572,802</b>
<b>Expenses:</b>						
General government	40,403	43,788	-	-	40,403	43,788
Public safety	128,219	123,587	-	-	128,219	123,587
Public works	94,171	84,115	-	-	94,171	84,115
Public health	2,406	1,920	-	-	2,406	1,920
Parks and recreation	28,228	28,027	-	-	28,228	28,027
Public welfare	10,213	39,282	-	-	10,213	39,282
Convention and event services	6,299	6,533	-	-	6,299	6,533
Interest and fiscal charges	42,485	26,624	-	-	42,485	26,624
Water and sewer	-	-	80,808	71,929	80,808	71,929
<b>Total expenses</b>	<b>352,424</b>	<b>353,876</b>	<b>80,808</b>	<b>71,929</b>	<b>433,232</b>	<b>425,805</b>
<b>Increase in net assets before transfers</b>	<b>381,500</b>	<b>111,833</b>	<b>38,118</b>	<b>35,164</b>	<b>419,618</b>	<b>146,997</b>
Transfers & capital contributions	(43,278)	12,462	43,278	(12,462)	-	-
<b>Increase in net assets</b>	<b>338,222</b>	<b>124,295</b>	<b>81,396</b>	<b>22,702</b>	<b>419,618</b>	<b>146,997</b>
<b>Net Assets, October 1,</b>	<b>899,993</b>	<b>775,698</b>	<b>477,809</b>	<b>455,107</b>	<b>1,377,802</b>	<b>1,230,805</b>
<b>Net Assets, September 30</b>	<b>\$ 1,238,215</b>	<b>\$ 899,993</b>	<b>\$ 559,205</b>	<b>\$ 477,809</b>	<b>\$ 1,797,420</b>	<b>\$ 1,377,802</b>

Revenue increases of \$266.8M in capital grants and contributions were primarily the result of an increase in contributions from the Cowboys Stadium, L. P. for construction of the Cowboys Project.

Expense increases in public works of \$10M were primarily attributable to increased capital projects activity in the City's entertainment district.

Expense increases in public safety of \$4.6M were due primarily to an increase in expenses for maintenance of vehicles and information technology charges for server support.

**CITY OF ARLINGTON, TEXAS  
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
SEPTEMBER 30, 2009**

Expense decreases in public welfare of \$29.1M were primarily the result of a one-time contribution expensed in 2008 of gas lease bonus proceeds to the Arlington Tomorrow Foundation.

Expense increases in interest and fiscal charges of \$15.9M were primarily attributable to swap termination fees on the refunding of the Dallas Cowboys Complex Special Obligation Bonds, Series 2005B.

Revenue and expense variances in business activities (Water and Wastewater/Storm Water Utility) were due to the addition of a new enterprise fund-Storm Water Utility.

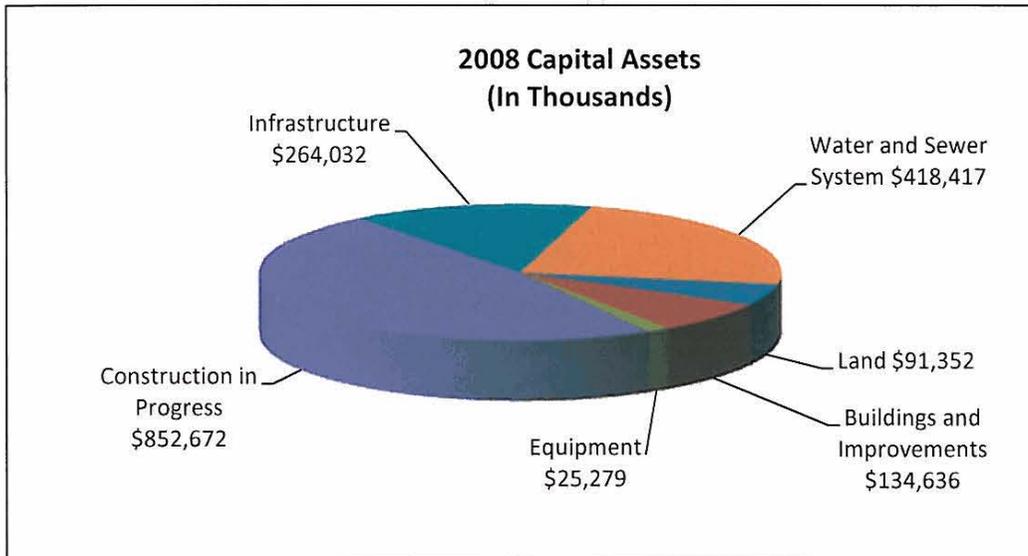
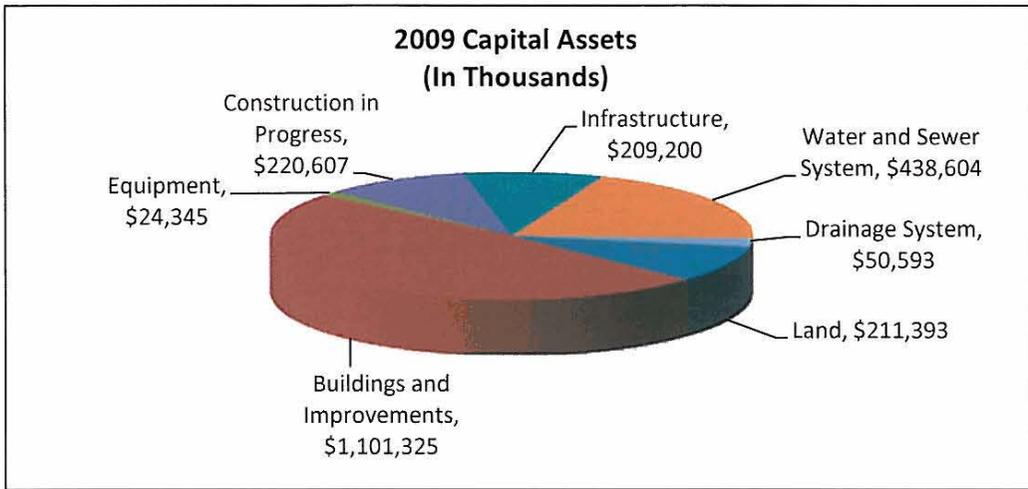
**CAPITAL ASSET AND DEBT ADMINISTRATION**

**Capital Assets**

At the end of the fiscal year 2009, the City had \$2.26B invested in a broad range of capital assets. This amount represents a net increase (including additions and deductions) of \$470M or 26% over the prior fiscal year. The \$470M increase combines a \$375M increase in Governmental Activities with a \$95M increase in Business-type Activities. The increase in Governmental Activities is mostly due to \$417M in capital outlay related to the Cowboys Project. The stadium was completed in July 2009 and \$1.1B was transferred from construction in progress to buildings and improvements. The stadium is being depreciated over a period of 45 years. The increase in Business-type Activities is due to increased capital outlays for the water and sewer system offset by a \$55M transfer from governmental to proprietary funds for the Storm Water Utility fund. Footnote 5 in the notes to the financial statements provides more detailed information regarding the City's capital asset activity.

**Table 3  
Capital Assets, net of Accumulated Depreciation  
(In Thousands)**

	Governmental Activities		Business-type Activities		Total	
	2009	2008	2009	2008	2009	2008
Land	\$ 204,698	\$ 84,922	\$ 6,695	\$ 6,430	\$ 211,393	\$ 91,352
Buildings and improvements	1,099,619	132,873	1,706	1,763	1,101,325	134,636
Equipment	23,223	24,733	1,122	546	24,345	25,279
Construction in progress	128,913	784,129	91,694	68,543	220,607	852,672
Infrastructure	209,200	264,032	-	-	209,200	264,032
Drainage system	-	-	50,593	-	50,593	-
Water and sewer system	-	-	438,604	418,417	438,604	418,417
Totals	<u>\$1,665,653</u>	<u>\$1,290,689</u>	<u>\$ 590,414</u>	<u>\$ 495,699</u>	<u>\$ 2,256,067</u>	<u>\$ 1,786,388</u>



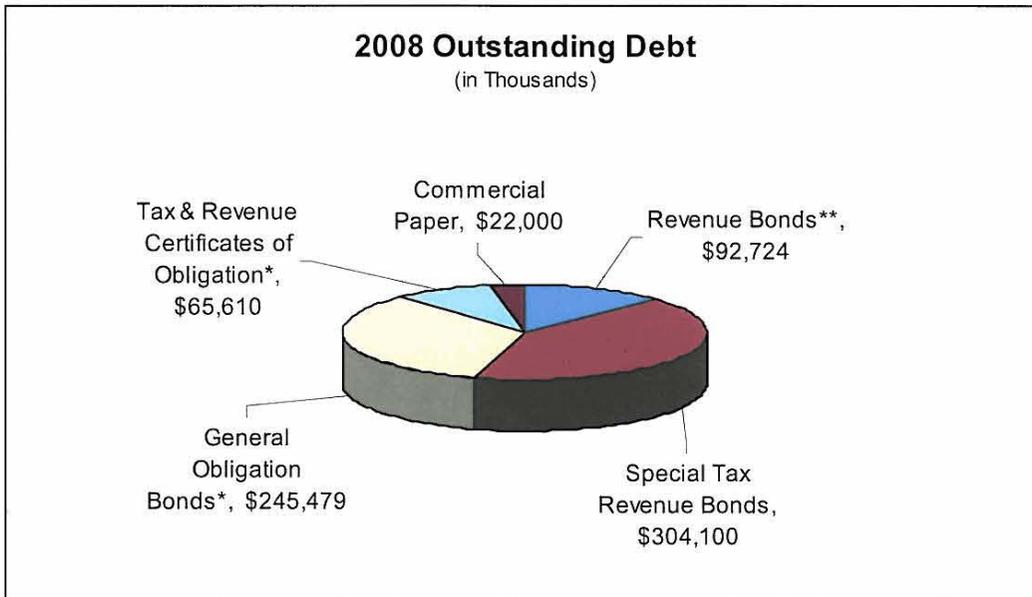
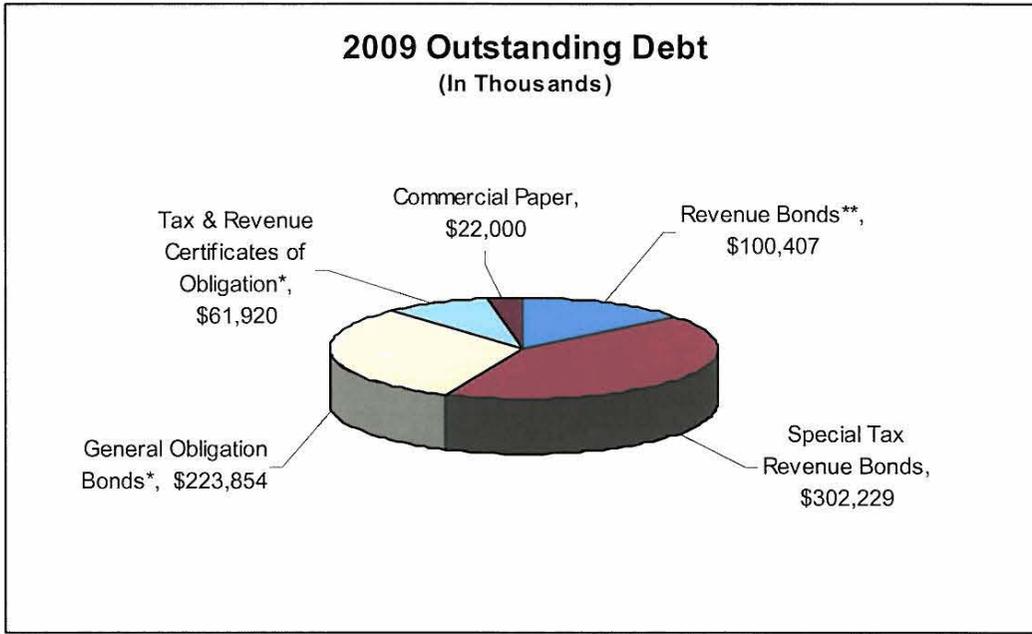
Major capital asset additions during the fiscal year, other than the Cowboys Project include the following:

- Private developer capital contributions of \$2M to the City's water, sewer, and drainage infrastructure in connection with various residential and commercial developments
- Water and sewer system capital improvements and expansion totaling \$50M
- A variety of storm drainage and street construction projects with capital outlay totaling \$47M
- Various capital outlays totaling \$5M for improvement of the City's parks and recreation facilities
- Various capital outlays of \$2M for police and fire public safety improvements

**CITY OF ARLINGTON, TEXAS  
 MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
 SEPTEMBER 30, 2009**

**Debt**

At year-end, the City had \$710.4M in debt, a decrease of \$19.5M from 2008.



\*Secured by City Tax Base

\*\*Secured by Water and Sewer Revenue

**CITY OF ARLINGTON, TEXAS  
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
SEPTEMBER 30, 2009**

**Table 4  
Outstanding Debt  
(Amounts Expressed In Thousands)**

	Governmental Activities		Business-type Activities		Total	
	2009	2008	2009	2008	2009	2008
General obligation bonds (backed by the City)	\$ 223,854	\$ 245,479	\$ -	\$ -	\$ 223,854	\$ 245,479
Combination tax and revenue certificates of obligation (backed by the City)	61,920	65,610	-	-	61,920	65,610
Commercial Paper	22,000	22,000	-	-	22,000	22,000
Special tax revenue bonds	302,229	304,100	-	-	302,229	304,100
Revenue bonds (backed by fee revenues)	-	-	100,407	92,724	100,407	92,724
<b>Totals</b>	<b>\$ 610,003</b>	<b>\$ 637,189</b>	<b>\$ 100,407</b>	<b>\$ 92,724</b>	<b>\$ 710,410</b>	<b>\$ 729,913</b>

During the current fiscal year, the City issued \$175M of Dallas Cowboys Complex Special Tax Refunding Bonds, Series 2008 and Series 2009. The City also issued \$18M in Water and Wastewater System revenue bonds for the purpose of expanding the water treatment plant. The City issued \$13.8M in Water and Wastewater system Revenue Refunding Bonds for the purpose of refunding \$14.2M. Footnote 8 in the notes to the financial statements provides more detailed information regarding the City's long-term debt activity.

In 2009, the City maintained its AA+ rating by Standard and Poor's Corporation on its tax supported debt. The City maintained its AA rating from Fitch, Inc. and its Aa2 rating from Moodys Investor Services. The City also has an AA rating from Standard and Poor's Corporation, an Aa3 rating from Moodys Investor Service and an AA+ from Fitch, Inc. on its outstanding water and wastewater revenue bonds. The ratings on the Cowboys Complex Special Obligations are rated A2 by Moody's and AA by Standard and Poor's.

General bonded debt per capita went from \$835 in 2008 to \$827 in 2009.

The City is permitted by Article XI, Section 5, of the State of Texas Constitution to levy taxes up to \$2.50 per \$100 assessed valuation for general governmental services including the payment of principal and interest on general obligation long-term debt. The current ratio of net bonded debt to assessed value of all taxable property is 1.56%.

The City maintains a self-insurance program for bodily injury, property damage, personal injury, advertising injury, regulatory injury and worker's compensation. Claims for worker's compensation over \$500,000 per occurrence are covered by a private insurance company. Claim liabilities are actuarially determined and take into consideration claim experience, adjustment expenses, economic, and other factors. Claim liability was \$9.9M in 2009 compared to \$8M in 2008.

## **DALLAS COWBOYS COMPLEX DEVELOPMENT PROJECT**

The Stadium Complex opened in July 2009, with the 2009 football season being played in Arlington.

In February of 2005, the City, as landlord, and the Cowboys Stadium, L.P., as tenant, entered into a funding and closing agreement for the Dallas Cowboys Complex Development Project. Pursuant to the agreement, the City paid \$325M, to build the Complex. In July of 2005, the City issued \$298M Dallas Cowboy Complex Special Obligations Series A, B, and C, pledging one-half cent sales tax, 2% hotel occupancy tax and 5% car rental tax. The 2005B bonds were refunded partially by Series 2008 in November of 2008 and the remainder was refunded by Series 2009 in April of 2009. The proceeds of debt issuance, along with interest earnings, and revenues from the pledged taxes, which are not required for debt service, provide the City's funding for the Complex.

As part of the closing agreement, the City entered into a lease agreement with the Cowboys Stadium, L.P. (tenant) for lease of the Complex. The lease calls for an initial term of 30 years at a rental rate of \$2M per year and contains several renewal options. The lease also provides the tenant with an option to purchase the Complex from the City at the end of the initial lease term and each renewal option thereafter. Under the lease, the tenant pays for all costs of operation and maintenance of the Complex. The tenant will also make separate annual payments to the City equal to 5% of the net naming rights revenue, if any, received by the tenant capped at \$500,000 per year.

In July of 2006, \$148M Dallas Cowboy Complex Admissions and Parking Tax Revenue Bonds, Taxable Series 2006 were issued with a pledge of a 10% admissions tax and a \$3 parking tax for events held at the Cowboys Complex, with security provided by a Guaranty Agreement from The Cowboys Stadium L.P. The proceeds of the bond sale, along with interest earnings, provided a portion of the Cowboy's funding for the project. The bonds are not payable from or secured by any money raised or to be raised from property taxes or any other of the City's revenue sources. The bonds do not constitute a debt or pledge of the faith and credit of the City and are not reported as a liability in the City's financial statements but are disclosed as conduit debt.

The City and the Dallas Cowboys Football Club, LTD. entered into a franchise agreement that requires the Dallas Cowboys NFL football franchise to remain in Arlington and to play all of the team's home games in the Complex for a minimum of 30 years with four ten-year renewal options.

## **THE CITY'S FUNDS**

The governmental funds of the City reported a combined fund balance of \$179M. The General fund balance was \$58.3M and the Debt Service fund balance was \$48.9M, both substantially unchanged from last year. Other changes in fund balances should be noted:

- The City recorded a contribution for \$403M from the Cowboys Stadium, L.P. and expended \$417M for the Cowboys Project, contributing to a net decrease in fund balance of \$7.6M in the Stadium Venue Fund. This fund was created to account for the construction for the Cowboys Stadium Complex Project which was completed in July 2009.

**CITY OF ARLINGTON, TEXAS  
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
SEPTEMBER 30, 2009**

- The City spent \$21M in capital outlay in the Street Capital Projects fund, down \$3M from last year. The decrease is due to lower spending on existing street projects.
- The City's water and sewer fund net assets of \$498M increased by \$20.3M over the prior year net asset balance. The increase in net assets is primarily due to operating revenues exceeding operating expenses by \$32.5M.
- The Storm Water Utility fund is a new proprietary fund created to address the City's need to manage the issues associated with storm water runoff. Capital assets totaling \$55M were transferred from governmental activities to the new fund. Fund balance was \$61.5M at September 30, 2009.

**GENERAL FUND BUDGET HIGHLIGHTS**

There were no General Fund budget amendments in 2009.

Actual expenditures on a budgetary basis of \$194.3M were less than budgeted expenditures of \$198.5M. Lower than budgeted spending in public works accounted for the difference.

Actual revenues on a budgetary basis were \$199M, equaled the budgeted amount of \$199M.

**ECONOMIC FACTORS AND FISCAL YEAR 2010**

The City's elected and appointed officials considered many factors when setting the fiscal year 2010 budget, tax rates, and fees that will be charged for the business-type activities. The City is seeing a mixed future revenue picture and continues an ongoing diligent examination of expenditures. This combination supports an environment of guarded watchfulness for fiscal 2010. The City is experiencing slight positive economic growth. Assessed property tax values continue to grow, but at a slower rate than previous years. Sales tax revenues had stabilized but are showing weakening trends in early 2010.

In 2010, the City continues to face short-term budgetary challenges and has made an effort to identify areas where resources can be reallocated, not added. The City's total General Fund revenues for 2010 are budgeted at \$197M, down \$2M from 2009, while total General Fund expenditures are \$195M down \$3M for the year

The General Fund's largest single revenue source is property taxes. This revenue represents 40% of the General Fund budget. The property tax rate for 2010 is \$0.6480 per \$100 valuation, unchanged since 2004. The tax rate is allocated 69% for General Fund activities, with the remaining 31% for debt service.

The General Fund property tax revenue for 2010 is estimated to be \$79M down \$1M or 1.25% compared to last year. The City's portion of the sales tax rate is one and three-quarter cents. The General Fund receives one cent, one-quarter cent is dedicated to the Street Maintenance Fund, and one-half cent provides for the debt service for the Cowboy Project debt. Sales tax revenue for the General Fund for fiscal year 2010 is estimated at \$46M, down \$2M from last year.

**CITY OF ARLINGTON, TEXAS  
MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)  
SEPTEMBER 30, 2009**

The largest revenue sources for the Water and Sewer Fund is water sales and wastewater treatment budgeted at \$105M. The City maintains a rate structure designed to ensure that each category of service is self supporting.

**CONTACTING THE CITY'S FINANCIAL MANAGEMENT**

This financial report is designed to provide our citizens, taxpayers, customers, investors, and creditors with a general overview of the City's finances and to show the City's fiscal accountability. If you have questions about this report or need additional financial information, contact Assistant Director of Financial Operations, Sherry Wright ([sherry.wright@arlingtontx.gov](mailto:sherry.wright@arlingtontx.gov)) in the Financial and Management Resources Department, at the City of Arlington, 101 S. Mesquite St., Suite 800, Arlington, TX 76010. The City is also an active member of MSRB's Electronic Municipal Market Access (EMMA), which keeps the Arlington CAFR on file. Additionally, the CAFR can be found on the City's website at <http://www.ci.arlington.tx.us>.



CITY OF ARLINGTON, TEXAS  
STATEMENT OF NET ASSETS  
AS OF SEPTEMBER 30, 2009  
(AMOUNTS EXPRESSED IN THOUSANDS)

	Primary Government			Component Units
	Governmental Activities	Business-type Activities	Total	
<b>ASSETS</b>				
Cash and cash equivalents	\$ 224,973	\$ 18,588	\$ 243,561	\$ 16,094
Investments	3,099	-	3,099	46,342
Receivables (net of allowance for uncollectibles):				
Taxes	4,625	-	4,625	-
Sales taxes	14,168	-	14,168	-
Grants	-	-	-	83
Leases	-	-	-	17,221
Trade accounts	147	8,463	8,610	-
Franchise fees	6,359	-	6,359	-
Unbilled trade accounts	-	6,848	6,848	-
Special assessments	192	-	192	-
Accrued interest	2,074	-	2,074	636
Settlement agreement	-	-	-	10,507
Other	3,815	43	3,858	50
Internal balances	343	(343)	-	-
Due from other governments	4,989	-	4,989	-
Deferred charge - issuance costs	6,893	-	6,893	-
Inventory of supplies	872	460	1,332	-
Prepaid expenses	406	-	406	8
Net other post employment benefit asset	109	-	109	-
Restricted assets-				
Bond contingency-				
Investments	-	11,791	11,791	-
Accrued interest receivable	-	56	56	-
Capital construction-				
Investments	-	37,393	37,393	-
Assessments receivable	-	4	4	-
Meter deposits-				
Investments	-	4,888	4,888	-
Closure/Post-closure trust fund				
Investments	6,292	-	6,292	-
Capital Assets-				
Land	204,698	6,695	211,393	-
Buildings and improvements	1,195,432	2,833	1,198,265	2,739
Water and sewer system	-	633,984	633,984	-
Machinery and equipment	73,469	11,121	84,590	1,516
Infrastructure	738,414	-	738,414	-
Drainage systems	-	77,221	77,221	-
Construction in progress	128,913	91,694	220,607	-
Accumulated depreciation	(675,273)	(233,134)	(908,407)	(2,546)
<b>Total Assets</b>	<b>\$ 1,945,009</b>	<b>\$ 678,605</b>	<b>\$ 2,623,614</b>	<b>\$ 92,650</b>

The notes to the financial statements are an integral part of this statement.

CITY OF ARLINGTON, TEXAS  
STATEMENT OF NET ASSETS  
AS OF SEPTEMBER 30, 2009  
(CONTINUED)  
(AMOUNTS EXPRESSED IN THOUSANDS)

	Primary Government			Component Units
	Governmental Activities	Business-type Activities	Total	
<b>LIABILITIES</b>				
Accounts payable and accrued liabilities	\$ 18,410	\$ 5,131	\$ 23,541	\$ 1,073
Retainage payable	2,459	-	2,459	-
Accrued interest	1,731	-	1,731	-
Unearned revenue	9,418	-	9,418	3,707
Commercial paper	22,000	-	22,000	-
Payable from restricted assets-				
Accounts payable and accrued liabilities	-	3,210	3,210	-
Retainage payable	-	2,269	2,269	-
Accrued interest	-	1,481	1,481	-
Meter deposits	-	4,888	4,888	-
Non-current liabilities				
Due within one year:				
Estimated claims payable	5,485	-	5,485	-
Sales tax payable	149	-	149	74
General obligation and certificates of obligation debt	23,880	-	23,880	-
Special tax revenue debt	5,230	-	5,230	-
Accrued compensated absences	1,481	147	1,628	-
Capital lease obligation	326	-	326	-
Revenue bonds	-	9,990	9,990	-
Due in more than one year:				
Arbitrage rebate	193	-	193	-
Estimated claims payable	4,263	-	4,263	-
Sales tax payable	336	-	336	166
Net other post-employment benefit obligation	11,328	-	11,328	-
Net pension obligation	7,288	-	7,288	-
General obligation and certificates of obligation debt	261,894	-	261,894	-
Special tax revenue debt	296,999	-	296,999	-
Landfill closure accrued liabilities	6,292	-	6,292	-
Accrued compensated absences	27,207	1,867	29,074	-
Capital lease obligation	425	-	425	-
Revenue bonds	-	90,417	90,417	-
<b>Total Liabilities</b>	<b>706,794</b>	<b>119,400</b>	<b>826,194</b>	<b>5,020</b>
<b>NET ASSETS</b>				
Invested in capital assets, net of related debt	1,134,428	525,131	1,659,559	1,706
Restricted for debt service	48,685	10,310	58,995	-
Restricted for use of impact fees	5,801	-	5,801	-
Restricted for endowments	-	-	-	52,551
Unrestricted	49,301	23,764	73,065	33,373
<b>Total Net Assets</b>	<b>\$ 1,238,215</b>	<b>\$ 559,205</b>	<b>\$ 1,797,420</b>	<b>\$ 87,630</b>

The notes to the financial statements are an integral part of this statement.



CITY OF ARLINGTON, TEXAS  
STATEMENT OF ACTIVITIES  
FOR THE YEAR ENDED SEPTEMBER 30, 2009  
(AMOUNTS EXPRESSED IN THOUSANDS)

Functions/Programs	Expenses	Program Revenues		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
<b>Primary Government:</b>				
<b>Governmental Activities:</b>				
General government	\$ 40,403	\$ 19,017	\$ 8,594	\$ 57
Public safety	128,219	16,440	7,377	-
Public works	94,171	1,116	708	7,742
Public health	2,406	2,707	243	-
Parks and recreation	28,228	9,835	74	403,989
Public welfare	10,213	179	7,582	-
Convention and event services	6,299	2,535	-	-
Interest and fiscal charges	42,485	-	-	-
<b>Total Governmental Activities</b>	<b>352,424</b>	<b>51,829</b>	<b>24,578</b>	<b>411,788</b>
<b>Business-Type Activities:</b>				
Water and sewer	77,130	108,224	-	2,018
Storm water utility	3,678	6,920	-	-
<b>Total Business-Type Activities</b>	<b>80,808</b>	<b>115,144</b>	<b>-</b>	<b>2,018</b>
<b>Total Primary Government</b>	<b>\$ 433,232</b>	<b>\$ 166,973</b>	<b>\$ 24,578</b>	<b>\$ 413,806</b>
<b>Component Units:</b>				
Arlington Sports Facilities Development Authority, Inc.	\$ 3,221	\$ 1,510	\$ -	\$ -
Arlington Housing Authority	25,558	-	22,737	-
Arlington Convention and Visitors Bureau	4,152	3,858	-	-
Arlington Tomorrow Foundation	1,101	15,102	-	-
Arlington Housing Finance Corporation	50	-	67	-
<b>Total Component Units</b>	<b>\$ 34,082</b>	<b>\$ 20,470</b>	<b>\$ 22,804</b>	<b>\$ -</b>

General Revenues:  
Property taxes  
Sales taxes  
Criminal justice tax  
State liquor tax  
Bingo tax  
TIF/TIRZ tax  
Occupancy tax  
Franchise fees based on gross receipts  
Interest  
Net increase in fair value of investments  
Other  
Transfers  
Total general revenues and transfers  
Change in net assets  
Net assets - beginning  
Net assets - ending

The notes to the financial statements are an integral part of this statement.

**Net (Expense) Revenue and Changes in Net Assets**

<b>Primary Government</b>			
<b>Governmental Activities</b>	<b>Business-type Activities</b>	<b>Total</b>	<b>Component Units</b>
\$ (12,735)	\$ -	\$ (12,735)	\$ -
(104,402)	-	(104,402)	-
(84,605)	-	(84,605)	-
544	-	544	-
385,670	-	385,670	-
(2,452)	-	(2,452)	-
(3,764)	-	(3,764)	-
(42,485)	-	(42,485)	-
<u>135,771</u>	<u>-</u>	<u>135,771</u>	<u>-</u>
-	33,112	33,112	-
-	3,242	3,242	-
-	36,354	36,354	-
<u>\$ 135,771</u>	<u>\$ 36,354</u>	<u>\$ 172,125</u>	<u>\$ -</u>
\$ -	\$ -	\$ -	\$ (1,711)
-	-	-	(2,821)
-	-	-	(294)
-	-	-	14,001
-	-	-	17
<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,192</u>
117,285	-	117,285	-
80,193	-	80,193	-
417	-	417	-
1,136	-	1,136	-
106	-	106	-
3,109	-	3,109	-
6,210	-	6,210	-
25,038	-	25,038	-
5,629	1,581	7,210	3,099
1,837	183	2,020	281
4,769	-	4,769	1,403
(43,278)	43,278	-	-
<u>202,451</u>	<u>45,042</u>	<u>247,493</u>	<u>4,783</u>
<u>338,222</u>	<u>81,396</u>	<u>419,618</u>	<u>13,975</u>
<u>899,993</u>	<u>477,809</u>	<u>1,377,802</u>	<u>73,655</u>
<u>\$ 1,238,215</u>	<u>\$ 559,205</u>	<u>\$ 1,797,420</u>	<u>\$ 87,630</u>

**CITY OF ARLINGTON, TEXAS  
BALANCE SHEET  
GOVERNMENTAL FUNDS  
AS OF SEPTEMBER 30, 2009  
(AMOUNTS EXPRESSED IN THOUSANDS)**

	<u>General</u>	<u>Debt Service</u>	<u>Stadium Venue</u>
<b>ASSETS</b>			
Cash and cash equivalents	\$ 54,162	\$ 44,055	\$ 365
Closure/Post-closure restricted cash	6,292	-	-
Receivables (net of allowance for uncollectibles)			
Taxes	2,883	420	-
Sales taxes	8,080	4,059	-
Franchise fees	6,359	-	-
Special assessments	-	-	-
Accrued interest	1,593	457	-
Other	2,921	-	-
Due from other funds	4,130	-	-
Due from other governments	-	-	-
Inventory of supplies, at cost	583	-	-
Prepaid expenditures	252	-	-
<b>Total Assets</b>	<u>\$ 87,255</u>	<u>\$ 48,991</u>	<u>\$ 365</u>
<b>LIABILITIES AND FUND BALANCES</b>			
<b>Liabilities:</b>			
Accounts payable and accrued liabilities	\$ 11,066	\$ 306	\$ 213
Retainage payable	-	-	-
Due to other funds	-	-	-
Deferred revenue-			
Taxes	2,610	-	-
Closure/Post-closure trust fund	6,292	-	-
Landfill	7,088	-	-
Gas lease	-	-	-
Other	1,918	-	-
Commercial paper	-	-	-
<b>Total Liabilities</b>	<u>28,974</u>	<u>306</u>	<u>213</u>
<b>Fund Balances:</b>			
Reserved for encumbrances	3,780	-	-
Reserved for debt service	-	48,685	-
Reserved for inventory	583	-	-
Reserved for prepaids	252	-	-
Reserved for capital projects	-	-	152
Reserved for street maintenance	-	-	-
Reserved for utility rate case	500	-	-
Reserved for court technology	-	-	-
Reserved for juvenile case manager	-	-	-
Unreserved-			
General fund			
Designated for working capital	16,219	-	-
Designated for subsequent years' expenditures	5,839	-	-
Designated for arbitrage	193	-	-
Designated for compensated absences	1,464	-	-
Designated for other post employment benefits	1,718	-	-
Designated for future initiatives	21,487	-	-
Designated for dispatch	137	-	-
Designated for group health	2,446	-	-
Undesignated	3,663	-	-
Special revenue funds			
Designated for working capital	-	-	-
Designated for hotel feasibility	-	-	-
Designated for capital maintenance	-	-	-
Designated for neighborhood grants	-	-	-
Designated for innovation/venture	-	-	-
Designated for reimbursement	-	-	-
Undesignated	-	-	-
<b>Total Fund Balances</b>	<u>58,281</u>	<u>48,685</u>	<u>152</u>
<b>Total Liabilities and Fund Balances</b>	<u>\$ 87,255</u>	<u>\$ 48,991</u>	<u>\$ 365</u>

The notes to the financial statements are an integral part of this statement.

Street Capital Projects	Other Nonmajor Funds	Total Governmental Funds
\$ 31,939	\$ 71,492	\$ 202,013
-	-	6,292
-	1,322	4,625
-	2,029	14,168
-	-	6,359
192	-	192
-	-	2,050
-	894	3,815
-	-	4,130
-	4,989	4,989
-	206	789
-	-	252
<u>\$ 32,131</u>	<u>\$ 80,932</u>	<u>\$ 249,674</u>

\$ 1,072	\$ 5,263	\$ 17,920
1,318	1,141	2,459
-	4,130	4,130
-	-	2,610
-	-	6,292
-	-	7,088
-	407	407
192	5,393	7,503
17,000	5,000	22,000
<u>19,582</u>	<u>21,334</u>	<u>70,409</u>

10,346	23,607	37,733
-	-	48,685
-	206	789
-	-	252
2,203	19,900	22,255
-	5,763	5,763
-	-	500
-	162	162
-	228	228
-	-	16,219
-	-	5,839
-	-	193
-	-	1,464
-	-	1,718
-	-	21,487
-	-	137
-	-	2,446
-	-	3,663
-	2,045	2,045
-	200	200
-	611	611
-	389	389
-	1,728	1,728
-	1,833	1,833
-	2,926	2,926
<u>12,549</u>	<u>59,598</u>	<u>179,265</u>
<u>\$ 32,131</u>	<u>\$ 80,932</u>	<u>\$ 249,674</u>

CITY OF ARLINGTON, TEXAS  
RECONCILIATION OF THE STATEMENT OF NET ASSETS  
OF GOVERNMENTAL FUNDS TO THE BALANCE SHEET  
AS OF SEPTEMBER 30, 2009  
(AMOUNTS EXPRESSED IN THOUSANDS)

Total fund balance per balance sheet \$ 179,265

Amounts reported for governmental activities in the statement of net assets are different because:

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds (excluding \$13,322 recorded in the internal service funds). 1,652,331

Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred in the funds.

	Deferred & Unearned	Unearned	
Taxes	\$ 2,610	\$ -	
Closure/Post-closure	6,292	-	
Landfill	7,088	7,088	
Gas lease	407	407	
Grant revenue	4,853	1,923	
Other	2,650	-	
	23,900	9,418	14,482

Internal service funds are used by management to charge the cost of fleet services, general services, APFA, technology services, workers' compensation and group health to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the statement of net assets. 29,209

Long-term liabilities, including bonds payable, arbitrage and compensated absences, are not due and payable in the current period and therefore, are not reported in the funds (excluding \$10,433 recorded in the internal service funds).

Bonds payable		\$ (587,080)	
Less: Deferred charge for issuance costs (to be amortized as interest expense)		6,893	
Premium general obligation debt		(9,597)	
Discount on bonds		3,986	
Deferred loss refunding		4,688	
Accrued interest payable		(1,731)	
Arbitrage rebate		(193)	
Sales tax payable		(485)	
Landfill closure		(6,292)	
Compensated absences		(28,430)	
Net other post-employment benefit obligation		(11,219)	
TMRS net pension obligation		(7,288)	
Capital leases		(324)	(637,072)

**Net assets of governmental activities \$ 1,238,215**

The notes to the financial statements are an integral part of this statement.



**CITY OF ARLINGTON, TEXAS**  
**STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES**  
**GOVERNMENTAL FUNDS**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2009**  
**(AMOUNTS EXPRESSED IN THOUSANDS)**

	General	Debt Service	Stadium Venue	Streets Capital Projects
<b>REVENUES</b>				
Taxes	\$ 127,404	\$ 61,847	\$ -	\$ -
Licenses and permits	5,881	-	-	-
Utility franchise fees	25,038	-	-	-
Fines and forfeitures	12,949	-	-	-
Leases, rents and concessions	9,020	667	-	-
Service charges	4,371	-	-	-
Interest revenue	1,508	897	20	1,030
Net increase in fair value of investments	346	964	-	151
Contributions	-	-	403,496	7,469
Intergovernmental revenues	-	-	8,426	-
Gas lease	-	-	-	-
Other	827	105	-	-
<b>Total Revenues</b>	<u>187,344</u>	<u>64,480</u>	<u>411,942</u>	<u>8,650</u>
<b>EXPENDITURES</b>				
Current-				
General government	34,513	-	-	-
Public safety	116,517	-	-	-
Public works	25,118	-	-	-
Public health	1,892	-	-	-
Public welfare	-	-	-	-
Parks and recreation	13,572	-	255	-
Convention and event services	-	-	-	-
Capital outlay	-	-	417,157	20,692
Debt service-				
Principal retirement	-	30,180	-	-
Interest and fiscal charges	-	48,672	-	-
<b>Total Expenditures</b>	<u>191,612</u>	<u>78,852</u>	<u>417,412</u>	<u>20,692</u>
Deficiency of revenues under expenditures	<u>(4,268)</u>	<u>(14,372)</u>	<u>(5,470)</u>	<u>(12,042)</u>
<b>OTHER FINANCING SOURCES (USES)</b>				
Proceeds from sale of capital asset	-	-	-	-
Proceeds from refunding bond issue	-	175,005	-	-
Amount used to fund escrow account	-	(164,265)	-	-
Bond discount	-	(4,130)	-	-
Transfers in	16,606	6,173	-	-
Transfers out	(10,246)	-	(2,148)	(1,790)
<b>Total Other Financing Sources and Uses</b>	<u>6,360</u>	<u>12,783</u>	<u>(2,148)</u>	<u>(1,790)</u>
<b>Net Change in Fund Balances</b>	2,092	(1,589)	(7,618)	(13,832)
<b>Fund Balances, October 1,</b>	56,189	50,274	7,770	26,381
<b>Fund Balances, September 30</b>	<u>\$ 58,281</u>	<u>\$ 48,685</u>	<u>\$ 152</u>	<u>\$ 12,549</u>

The notes to the financial statements are an integral part of this statement.

Other Nonmajor Funds	Total Governmental Funds
\$ 19,505	\$ 208,756
-	5,881
-	25,038
-	12,949
-	9,687
13,402	17,773
1,998	5,453
289	1,750
823	411,788
13,818	22,244
4,430	4,430
3,299	4,231
<u>57,564</u>	<u>729,980</u>
1,637	36,150
7,907	124,424
16,656	41,774
395	2,287
10,142	10,142
10,513	24,340
6,299	6,299
38,300	476,149
-	30,180
-	48,672
<u>91,849</u>	<u>800,417</u>
<u>(34,285)</u>	<u>(70,437)</u>
201	201
-	175,005
-	(164,265)
-	(4,130)
14,728	37,507
<u>(12,758)</u>	<u>(26,942)</u>
<u>2,171</u>	<u>17,376</u>
(32,114)	(53,061)
91,712	232,326
<u>\$ 59,598</u>	<u>\$ 179,265</u>

CITY OF ARLINGTON, TEXAS  
 RECONCILIATION OF THE STATEMENT OF REVENUES,  
 EXPENDITURES, AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS  
 TO THE STATEMENT OF ACTIVITIES  
 FOR THE YEAR ENDED SEPTEMBER 30, 2009  
 (AMOUNTS EXPRESSED IN THOUSANDS)

Net change in fund balance - total governmental funds \$ (53,061)

Amounts reported for governmental activities in the statement of activities are different because:

Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is capitalized and allocated over their estimated useful lives and reported as depreciation expense. This is the amount of capital assets recorded in the current period. 421,989

Depreciation on capital assets is reported in the statement of activities but does not require the use of current financial resources. Therefore, depreciation is not reported as expenditures in the governmental funds. (47,546)

Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds. 2,463

The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.

Interest on bond payoff	(232)	
Repayment of general obligation debt	30,180	
Repayment of capital lease	441	
Amortization of deferred loss on bond refunding	(679)	
Amortization of bond premium	859	
	<hr/>	30,569

Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.

Compensated absences	(509)	
Arbitrage	(10)	
Accrued interest expense	777	
Post-employment benefit obligation expense	(6,447)	
TMRS net pension obligation	(7,288)	
Amortization of issuance cost	(324)	
Sales tax	149	
	<hr/>	(13,652)

Internal service funds are used by management to charge the costs of fleet management and management information systems, property liability loss, health claims and offices services to individual funds. The net expenses of certain activities of internal service funds is reported within governmental activities. (2,540)

Change in net assets of governmental activities \$ 338,222

CITY OF ARLINGTON, TEXAS  
STATEMENT OF NET ASSETS  
PROPRIETARY FUNDS  
SEPTEMBER 30, 2009  
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities Enterprise Funds			Governmental Activities- Internal Service Funds
	Water and Sewer	Non-Major Fund Storm Water Utility	Total	
<b>ASSETS</b>				
<b>Current Assets:</b>				
Cash and cash equivalents	\$ 12,077	\$ 6,511	\$ 18,588	\$ 22,960
Investments	-	-	-	3,099
Receivables (net of allowances for uncollectibles):				
Trade accounts	7,921	542	8,463	147
Unbilled trade accounts	6,437	411	6,848	-
Accrued interest	-	-	-	24
Other	43	-	43	-
Inventory of supplies, at cost	460	-	460	83
Prepaid expenses	-	-	-	154
Subtotal	26,938	7,464	34,402	26,467
Restricted Assets:				
Bond contingency-cash and cash equivalents	8,655	-	8,655	-
Capital construction-cash and cash equivalents	18,483	-	18,483	-
<b>Total Current Assets</b>	<b>54,076</b>	<b>7,464</b>	<b>61,540</b>	<b>26,467</b>
<b>Non-Current Assets:</b>				
Restricted Assets:				
Bond contingency-				
Investments	3,136	-	3,136	-
Accrued interest	56	-	56	-
Capital construction-				
Investments	18,910	-	18,910	-
Assessments receivable	4	-	4	-
Meter deposit investments	4,888	-	4,888	-
Capital Assets:				
Land	6,695	-	6,695	-
Buildings and improvements	2,833	-	2,833	467
Water and sewer system	633,984	-	633,984	-
Machinery and equipment	11,121	-	11,121	39,482
Drainage system	-	77,221	77,221	-
Construction-in-progress	88,005	3,689	91,694	-
Accumulated depreciation	(206,506)	(26,628)	(233,134)	(26,627)
Total Capital Assets Net of Accumulated Depreciation	536,132	54,282	590,414	13,322
<b>Total Noncurrent Assets</b>	<b>563,126</b>	<b>54,282</b>	<b>617,408</b>	<b>13,322</b>
<b>Total Assets</b>	<b>\$ 617,202</b>	<b>\$ 61,746</b>	<b>\$ 678,948</b>	<b>\$ 39,789</b>

The notes to the financial statements are an integral part of this statement.

(continued)

CITY OF ARLINGTON, TEXAS  
STATEMENT OF NET ASSETS  
PROPRIETARY FUNDS  
SEPTEMBER 30, 2009  
(CONTINUED)  
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities Enterprise Funds			Governmental Activities- Internal Service Funds
	Water and Sewer	Non-Major Fund Storm Water Utility	Total	
<b>LIABILITIES</b>				
<b>Current Liabilities:</b>				
Accounts payable and accrued liabilities	\$ 5,077	\$ 54	\$ 5,131	\$ 490
Accrued compensated absences	147	-	147	15
Revenue bonds payable from unrestricted assets	6,660	-	6,660	-
Capital lease obligation	-	-	-	235
<b>Current Liabilities Payable From Restricted Assets:</b>				
Accounts payable and accrued liabilities	3,210	-	3,210	-
Retainage	2,229	40	2,269	-
Accrued interest	1,481	-	1,481	-
Estimated claims payable	-	-	-	5,485
Revenue bonds payable	3,330	-	3,330	-
Meter deposits	4,888	-	4,888	-
<b>Total Current Liabilities</b>	<b>27,022</b>	<b>94</b>	<b>27,116</b>	<b>6,225</b>
<b>Noncurrent Liabilities:</b>				
Estimated claims payable	-	-	-	4,263
Compensated absences	1,698	169	1,867	243
Revenue bonds payable from unrestricted assets	90,417	-	90,417	-
Capital lease obligation	-	-	-	192
<b>Total Noncurrent Liabilities</b>	<b>92,115</b>	<b>169</b>	<b>92,284</b>	<b>4,698</b>
<b>Total Liabilities</b>	<b>119,137</b>	<b>263</b>	<b>119,400</b>	<b>10,923</b>
<b>NET ASSETS</b>				
Invested in capital assets, net of related debt	470,889	54,242	525,131	12,895
Restricted for debt service	10,310	-	10,310	-
Unrestricted	16,866	7,241	24,107	15,971
<b>Total Net Assets</b>	<b>\$ 498,065</b>	<b>\$ 61,483</b>	<b>\$ 559,548</b>	<b>\$ 28,866</b>
Reconciliation to government-wide statements of net assets:				
Adjustment to reflect the consolidation of internal service fund activities related to enterprise funds			(343)	
Net assets of business-type activities			\$ 559,205	

The notes to the financial statements are an integral part of this statement.

CITY OF ARLINGTON, TEXAS  
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS  
PROPRIETARY FUNDS  
FOR THE YEAR ENDED SEPTEMBER 30, 2009  
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities Enterprise Funds			Governmental Activities- Internal Service Funds
	Water and Sewer	Non-Major Fund Storm Water Utility	Total	
<b>Operating Revenues:</b>				
Water sales	\$ 57,685	\$ -	\$ 57,685	\$ -
Sewer service	45,749	-	45,749	-
Storm water fee - commercial	-	3,090	3,090	-
Storm water fee - residential	-	3,830	3,830	-
Service charges	-	-	-	31,945
Sundry	4,790	-	4,790	116
<b>Total Operating Revenues</b>	<u>108,224</u>	<u>6,920</u>	<u>115,144</u>	<u>32,061</u>
<b>Operating Expenses:</b>				
Purchase of water	13,082	-	13,082	-
Purchase of sewage treatment	22,126	-	22,126	-
Salaries and wages	11,725	1,139	12,864	2,006
Employees' retirement	1,739	149	1,888	313
Supplies	4,077	30	4,107	2,970
Maintenance and repairs	3,300	113	3,413	2,482
Utilities	3,181	1	3,182	569
Claims (net of adjustments)	-	-	-	18,935
Legal and professional	-	-	-	1,533
Depreciation	12,273	1,624	13,897	4,025
Miscellaneous services	4,177	622	4,799	3,498
<b>Total Operating Expenses</b>	<u>75,680</u>	<u>3,678</u>	<u>79,358</u>	<u>36,331</u>
<b>Operating Income (Loss)</b>	<u>32,544</u>	<u>3,242</u>	<u>35,786</u>	<u>(4,270)</u>
<b>Nonoperating Revenues (Expenses):</b>				
Interest revenue	1,461	120	1,581	393
Net decrease in the fair value of investments	180	3	183	87
Gain on sale of assets	-	-	-	242
Interest expense and fiscal charges	(1,108)	-	(1,108)	(47)
<b>Total Nonoperating Revenues (Expenses)</b>	<u>533</u>	<u>123</u>	<u>656</u>	<u>675</u>
Income (loss) before transfers and contributions	33,077	3,365	36,442	(3,595)
Contributions in aid of construction	2,018	-	2,018	-
Capital contribution	-	54,556	54,556	-
Transfers in	-	4,172	4,172	4,013
Transfers out	(14,840)	(610)	(15,450)	(3,300)
<b>Change in Net Assets</b>	<u>20,255</u>	<u>61,483</u>	<u>81,738</u>	<u>(2,882)</u>
<b>Total Net Assets, October 1</b>	<u>477,810</u>	<u>-</u>	<u>477,810</u>	<u>31,748</u>
<b>Total Net Assets, September 30</b>	<u>\$ 498,065</u>	<u>\$ 61,483</u>	<u>\$ 559,548</u>	<u>\$ 28,866</u>
Net change in net assets - total proprietary funds			\$ 81,738	
Adjustment to reflect the consolidation of internal service fund activities related to enterprise funds			(342)	
Change in net assets of business-type activities			<u>\$ 81,396</u>	

The notes to the financial statements are an integral part of this statement.

CITY OF ARLINGTON, TEXAS  
STATEMENT OF CASH FLOWS  
PROPRIETARY FUNDS  
FOR THE YEAR ENDED SEPTEMBER 30, 2009  
(AMOUNTS EXPRESSED IN THOUSANDS)

	Business-type Activities- Enterprise Funds			Governmental Activities- Internal Service Funds
	Water and Sewer	Non-Major Fund Storm Water Utility	Total	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Cash received from customers	\$ 107,610	\$ 6,573	\$ 114,183	\$ 32,112
Cash payments to suppliers	(47,796)	(1,157)	(48,953)	(28,725)
Cash payments to employees	(13,498)	(1,119)	(14,617)	(2,301)
<b>Net Cash Provided By Operating Activities</b>	<u>46,316</u>	<u>4,297</u>	<u>50,613</u>	<u>1,086</u>
<b>CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:</b>				
Transfers in	-	4,172	4,172	4,013
Transfers out	(14,840)	(610)	(15,450)	(3,300)
<b>Net Cash Provided By (Used For) Noncapital Financing Activities</b>	<u>(14,840)</u>	<u>3,562</u>	<u>(11,278)</u>	<u>713</u>
<b>CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:</b>				
Acquisition and construction of capital assets	(50,689)	(1,351)	(52,040)	(4,561)
Principal payments on capital lease	-	-	-	(315)
Interest payments on capital lease	-	-	-	(47)
Proceeds from sales of capital assets	-	-	-	273
Proceeds from issuance of long-term debt	32,058	-	32,058	-
Repayment of long-term debt	(24,375)	-	(24,375)	-
Interest payment long-term debt	(3,883)	-	(3,883)	-
<b>Net Cash Used For Capital And Related Financing Activities</b>	<u>(46,889)</u>	<u>(1,351)</u>	<u>(48,240)</u>	<u>(4,650)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Proceeds from interest earnings	1,874	-	1,874	393
Net increase (decrease) in the fair value of investments	180	3	183	87
Purchase of investments	(35,590)	-	(35,590)	(3,152)
Maturities/sales of investments	30,383	-	30,383	53
<b>Net Cash Provided By (Used For) Investing Activities</b>	<u>(3,153)</u>	<u>3</u>	<u>(3,150)</u>	<u>(2,619)</u>
<b>Net Increase (Decrease) in Cash And Cash Equivalents</b>	<u>(18,566)</u>	<u>6,511</u>	<u>(12,055)</u>	<u>(5,470)</u>
<b>Cash And Cash Equivalents, October 1</b>	<u>57,781</u>	<u>-</u>	<u>57,781</u>	<u>28,430</u>
<b>Cash And Cash Equivalents, September 30</b>	<u>\$ 39,215</u>	<u>\$ 6,511</u>	<u>\$ 45,726</u>	<u>\$ 22,960</u>
<b>Reconciliation of operating income to net cash provided by (used for ) operating activities:</b>				
Operating income (Loss)	\$ 32,544	\$ 3,242	\$ 35,786	\$ (4,270)
Adjustments to reconcile operating income to net cash provided by operating activities:				
Depreciation	12,273	1,624	13,897	4,025
Interest earnings capitalized	(350)	-	(350)	-
Interest expense capitalized	2,862	-	2,862	-
Amortization of bond premium	187	-	187	-
Amortization of deferred loss on bond refunding	(127)	-	(127)	-
Provision for bad debts	144	(9)	135	-
(Increase) decrease in-				
Receivables	(614)	(333)	(947)	51
Inventory of supplies	36	-	36	7
Prepaid expenses	-	-	-	(154)
Increase (decrease) in-				
Accounts payable and accrued liabilities	(1,731)	(396)	(2,127)	(36)
Estimated claims payable	-	-	-	1,446
Retainage payable	1,154	-	1,154	-
Meter deposits	8	-	8	-
Accrued compensated absences	(71)	169	98	17
Total adjustments	13,771	1,055	14,826	5,356
<b>Net Cash Provided By Operating Activities</b>	<u>\$ 46,315</u>	<u>\$ 4,297</u>	<u>\$ 50,612</u>	<u>\$ 1,086</u>
<b>Noncash investing, capital, and financing activities:</b>				
Contributions of capital assets from developers	2,018	-	2,018	-
Capital Leases	-	-	-	16
Capital contribution from governmental fund	-	54,556	54,556	-

The notes to the financial statements are an integral part of this statement.

**CITY OF ARLINGTON, TEXAS  
STATEMENT OF FIDUCIARY NET ASSETS  
FIDUCIARY FUNDS  
SEPTEMBER 30, 2009  
(AMOUNTS EXPRESSED IN THOUSANDS)**

	<u>Pension Trust Funds</u>	<u>Agency Funds</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 1	\$ 10,088
Investments		
Money market fund	24,974	-
U. S. Government bonds	-	-
Corporate bonds	913	-
Fixed income mutual bond funds	10,273	-
Common stock mutual bond funds	44,039	267
Balanced mutual funds	11,674	-
Participant borrowing	4,801	-
Self directed brokerage accounts	2,954	-
Total Investments	<u>99,628</u>	<u>267</u>
<b>Total Assets</b>	<u>99,629</u>	<u>\$ 10,355</u>
 <b>LIABILITIES</b>		
Accounts payable and accrued liabilities	-	\$ 10,088
IRC 401 deferred compensation plans	-	267
<b>Total Liabilities</b>	<u>-</u>	<u>\$ 10,355</u>
 <b>NET ASSETS</b>		
Held in trust for pension benefits	<u>\$ 99,629</u>	

The notes to the financial statements are an integral part of this statement.

CITY OF ARLINGTON, TEXAS  
 STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS  
 FIDUCIARY FUNDS  
 FOR THE YEAR ENDED SEPTEMBER 30, 2009  
 (AMOUNTS EXPRESSED IN THOUSANDS)

	<b>Pension Trust Funds</b>
<b>ADDITIONS</b>	
Employer contributions	\$ 2,823
Employee contributions	5,721
Net appreciation in fair value of investments	4,392
<b>Total Additions</b>	<u>12,936</u>
<b>DEDUCTIONS</b>	
Benefits	6,456
Plan administration	52
<b>Total Deductions</b>	<u>6,508</u>
<b>Increase in Net Assets</b>	6,428
<b>Net Assets, October 1</b>	93,201
<b>Net Assets, September 30</b>	<u>\$ 99,629</u>

The notes to the financial statements are an integral part of this statement.

**CITY OF ARLINGTON, TEXAS**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2009**

**I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

The City of Arlington, Texas (the "City") was incorporated April 19, 1884 and the city charter was adopted January 17, 1920, under the provisions of the Home Rule Amendment to the State Constitution. The City operates under a Council Manager form of government and provides the following services to the citizens of the City: public safety (police and fire), public works, public welfare, parks and recreation, public health, water and sewer utilities, and general administrative services.

The accompanying financial statements of the City include all funds and component units. The financial statements of the City have been prepared to conform to generally accepted accounting principles (GAAP) as applicable to state and local governments. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant accounting and reporting policies and practices used by the City are described below.

**A. Financial Statement Presentation**

The basic financial statements are prepared in conformity with GAAP which requires the government-wide financial statements to be prepared using the accrual basis of accounting and the economic resources measurement focus. Government-wide financial statements do not provide information by fund, but distinguish between the City's governmental activities and activities of its discretely presented component units on the statement of net assets and statement of activities. Significantly, the City's statement of net assets includes both non-current assets and non-current liabilities of the City. In addition, the government-wide statement of activities reflects depreciation expenses on the City's capital assets, including infrastructure.

In addition to the government-wide financial statements, the City has prepared fund financial statements, which continue to use the modified accrual basis of accounting and the current financial resources measurement focus for governmental funds. Accordingly, the accounting and financial reporting of the City's governmental funds is similar to that previously presented in the City's financial statements, although the format of financial statements has been modified by Statement No. 34. The accrual basis of accounting and the economic resources measurement focus is utilized by proprietary fund types and the pension trust fund. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

GAAP also requires supplementary information presented as Management's Discussion and Analysis which includes an analytical overview of the City's financial activities. In addition, a budgetary comparison statement is presented that compares the originally adopted and final General Fund budget with actual results.

**B. Reporting Entity**

The City is governed by an elected mayor and eight-member council. As required by GAAP, these financial statements present the City (the primary government) and its component units, entities for which the government is considered to be financially accountable.

Component units are organizations for which the City is financially accountable and all other organizations for which the nature and significance of their relationship with the City are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete. Financial accountability exists if the City appoints a voting majority of an organization's governing board and is either able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the City. The City may be financially accountable for governmental organizations with a separately elected governing board, a governing board appointed by another government, or a jointly appointed board that is fiscally dependent on the City. The financial

statements of the component units may be discretely presented in a separate column from the primary government or blended with the financial statements of the primary government.

Arlington Property Finance Authority, Inc.

Arlington Property Finance Authority, Inc. (the "APFA") provides the City with a defined and funded self-insurance program for general and automotive liability. The financial statements of APFA, a component unit, have been "blended" with those of the City because its board of directors is appointed by the City Council, and the City management maintains significant continuing management oversight with respect to APFA's policies. Additionally, APFA provides services entirely to the City and its employees.

Arlington Convention Center Development Corporation

Arlington Convention Center Development Corporation (the "ACCDC") was formed to encourage and assist with planning, designing, constructing and maintaining a convention center complex or hotel facility. The City Council serves as the board of directors. The ACCDC has had no transactions and therefore does not have financial statements.

The financial statements of the following component units have been "discretely presented" in the accompanying report because (i) their governing boards are not substantially the same as the governing body of the City, or (ii) the component unit provides services entirely or almost entirely to the citizenry and not the City.

Arlington Sports Facilities Development Authority, Inc.

The Arlington Sports Facilities Development Authority, Inc. (the "ASFDA") promotes economic development within the city. ASFDA's board of directors is appointed by the City Council. The ASFDA's management is designated by the City, and City employees are responsible for the ASFDA's daily operations. The City is financially accountable for the ASFDA's activities. Separate ASFDA component unit financial statements are not prepared.

Arlington Housing Authority

The Arlington Housing Authority (the "AHA") provides low income housing assistance within the City. The AHA's board of commissioners is appointed by the Mayor. The AHA's management is designated by the City. The employees who are responsible for daily operations of the AHA are City employees. The City has financial accountability over the AHA's activities. The audited financial statements of the AHA are prepared in accordance with accounting principles generally accepted in the United States (GAAP). Separate AHA component unit financial statements can be obtained from the AHA at 501 W. Sanford Street, Suite 20, Arlington, Texas 76010.

Arlington Convention and Visitors Bureau, Inc.

The Arlington Convention and Visitors Bureau, Inc. (the "ACVB") promotes tourism within the City. The ACVB's board of directors is appointed by the City Council. The primary source of revenue for the ACVB is a professional services support contract with the City; therefore, the City has financial accountability over the ACVB's activities. Separate ACVB component unit financial statements can be obtained from the ACVB at 1905 E. Randol Mill Road, Arlington, Texas 76011.

Arlington Tomorrow Foundation

The Arlington Tomorrow Foundation (The "ATF") oversees an endowment fund created by natural gas revenues to be used for the benefit of the Arlington community. The ATF's board of directors is appointed by the Mayor. The ATF's management is designated by the City, and City employees are responsible for the daily activities of the ATF; accordingly, the City has financial accountability over ATF's activities. Separate ATF component unit financial statements are not prepared.

#### Arlington Housing Finance Corporation

The Arlington Housing Finance Corporation (the "AHFC") provides financial assistance to low income, multi-family residences and single-family homebuyers within the City. The AHFC's board of directors is appointed by the City Council. The AHFC's management is designated by the City, and City employees are responsible for the daily activities of the AHFC; accordingly, the City has financial accountability over AHFC's activities. Separate AHFC component unit financial statements are not prepared.

#### Arlington Industrial Development Corporation

The Arlington Industrial Development Corporation (the "AIDC") promotes industrial and commercial development within the City. The AIDC's board of directors is appointed by the City Council. The AIDC's management is designated by the City, and City employees are responsible for the daily activities of the AIDC; accordingly, the City has financial accountability over AIDC's activities. Separate AIDC component unit financial statements are not prepared.

### C. Government-wide and Fund Financial Statements

The basic financial statements include both government-wide (based on the City as a whole) and fund financial statements. The government-wide financial statements (i.e., the statement of net assets and the statement of activities) report information on all of the non-fiduciary activities of the primary government and its component units. For the most part, the effect of inter-fund activity has been removed from these statements. The exception is that inter-fund services provided and used are not eliminated. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely significantly on fees and charges for support. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

The government-wide statement of activities demonstrates the degree to which the direct expenses of a functional category (Public Safety, Public Works, etc.) or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with specific function or segment. Program revenues include: 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment, 2) grants and contributions that are restricted to meeting the operational requirements of a particular function or segment and 3) grants and contributions that are restricted to meeting the capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues. All franchise fees are based on gross receipts and are included in general revenues.

The net cost (by function or business-type activity) is normally covered by general revenue (property and sales taxes, franchise fees, intergovernmental revenues, interest income, etc.).

Separate fund-based financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements. The major governmental funds are the General Fund, Debt Service Fund, Stadium Venue Fund, and Street Capital Projects Fund. GAAP sets forth minimum criteria (percentage of assets, liabilities, revenues or expenditures/expenses of either fund category for the governmental and enterprise combined) for the determination of major funds. The nonmajor funds are combined in a column in the fund financial statements. The nonmajor funds are detailed in the combining section of the Comprehensive Annual Financial Report.

Internal Service Funds, which traditionally provide services primarily to other funds of the government, are presented in summary form as part of the proprietary fund financial statements. Because the principal users of the internal services are the City's governmental activities, financial statements of internal service funds are consolidated into the governmental column when presented at the government-wide level. To the extent possible, the costs of these services are reflected in the appropriate functional activity (Public Safety, Public Works, etc.). Interfund services provided and used are not eliminated in the consolidation.

The City's fiduciary funds are presented in the fund financial statements by type. Since by definition these assets are being held for the benefit of a third party (other local governments, individuals, pension

participants, etc.) and cannot be used to address activities or obligations of the government, these funds are not incorporated into the government-wide statements.

The government-wide focus is more on the sustainability of the City as an entity and the change in aggregate financial position resulting from the activities of the fiscal period. The focus of the fund financial statements is on the major individual funds of the governmental and business-type categories, as well as the fiduciary funds, (by category) and the component units. Each presentation provides valuable information that can be analyzed and compared to enhance the usefulness of the information.

#### D. Measurement Focus and Basis of Accounting

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund statements. Agency funds, however, report only assets and liabilities and therefore have no measurement focus. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Government fund level financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenue to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are recorded when a liability is incurred, as under accrual accounting, except debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, which are recorded only when the liability has matured and payment is due.

Ad valorem, franchise and sales tax revenues in the General Fund and ad valorem tax revenues recorded in the Debt Service Fund are recognized under the susceptible to accrual concept. The City has agreements with various entities in which a portion of the sales tax is rebated. The sales tax revenue is reported net of the rebate. Licenses and permits, charges for services, fines and forfeitures, contributions, and miscellaneous revenues are recorded as revenues when received in cash as the resulting receivable is not measurable. Investment earnings are recorded as earned since they are measurable and available. In applying the susceptible to accrual concept to intergovernmental revenues, the legal and contractual requirements of the numerous individual programs are used as guidance. Intergovernmental grant revenues are recognized when all eligibility requirements have been met. Additionally, funds received in advance for which all eligibility requirements have not been met are considered deferred revenue.

Business-type activities and all proprietary funds, and the pension trust fund are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operation of these funds are included on the balance sheet. Proprietary fund-type operating statements present increases (e.g., revenues) and decreases (e.g., expenses) in net total assets. Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the City's water and sewer fund are charges to customers for sales and services. Operating expenses for the enterprise fund and internal service funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in both the government-wide business-type activities and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. The government has elected not to follow subsequent private-sector guidance.

The following major funds are used by the City:

1. Governmental Funds:

The focus of Governmental fund measurement (in the Fund Financial Statements) is upon determination of financial position and changes in financial position (sources, uses, and balances of financial resources) rather than upon net income. The following is a description of the Governmental Funds of the City:

- a. General Fund accounts for several of the City's primary services (Public Safety, Public Works, Public Health, Public Welfare, Parks and Recreation, etc.) and is the primary operating unit of the City.
- b. Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term general obligation debt of governmental funds.
- c. Stadium Venue Fund, a capital project fund, accounts for the planning, acquisition, establishment, development, and construction of the Dallas Cowboys Complex Development Project. Funds are provided primarily through bond sales and interest earnings.
- d. Street Capital Projects Fund accounts for the purchase of rights of way and land, construction of streets and related facilities, and to account for various other projects related to street construction. Funds are provided primarily through bond sales, interest earnings, and impact fees.
- e. Other Governmental Funds is a summarization of all of the nonmajor governmental funds.

2. Enterprise Funds:

The focus of Enterprise Fund measurement is upon determination of operating income, changes in net assets, financial position, and cash flows, which is similar to businesses. The City's Enterprise Funds are the Water and Sewer Fund and the Storm Water Utility Fund. The Water and Sewer Fund accounts for the administration, operation and maintenance of the water and sewer utility system, and the billing and collection activities. The Fund also accounts for the accumulation of resources for, and the payment of, long-term debt principal and interest for revenue bonds and obligations under capital leases when due throughout the year. All costs are financed through charges made to utility customers with rates reviewed regularly and adjusted if necessary to ensure integrity of the Fund. The City's solid waste function is contracted out. The billings for this function are done by the City as a conduit for the contractor. The fee for this service is accounted for in the Water fund, while revenues from landfill fees are accounted for in the General Fund. The Storm Water Utility Fund accounts for the design, construction and maintenance of the City's storm water drainage systems. This Fund was previously set up as a capital project fund and was converted to an enterprise fund in Fiscal Year 2009.

3. Other Fund Types:

The City additionally reports for the following Fund types:

- a. Internal Service Funds are used to account for the financing of goods or services provided by one department or agency to other departments or agencies of the City, generally on a cost reimbursement basis. These services include printing, mailing and duplicating; fleet services; self insurance; technology services; workers' compensation insurance; and group health insurance.
- b. Agency Funds are used to account for assets held by the City in an agency capacity for payroll related benefits, escheat property for the state, and other assets held for individuals, local law enforcement agencies and developers.
- c. Pension Trust Funds are used to account for the accumulation of resources to be used for the retirement and disability benefit payments to qualified City employees and for thrift savings plans for City employees.

#### E. Cash, Cash Equivalents and Investments

To facilitate cash management, the operating cash of certain funds and component units is pooled into a cash management pool for the purpose of increasing income through combined investment activities. This cash and investment pool is available for use by all funds and component units except the ASFDA, the Trust Funds, and the AHA, all of which maintain separate investments. Each fund's portion of this pool is allocated through its cash and cash equivalent account on the balance sheet. In addition, certain investments are separately held by several of the City's funds. Interest is allocated on a monthly basis to all funds in the investment pool based on their average balance at the end of each month. Interest earned by separate investments is credited to the respective funds.

For purposes of the statement of cash flows, the City considers all unrestricted investments included in its cash management pool to be cash equivalents as these balances are used essentially as demand deposit accounts by the individual funds. Investments included in the cash management pool which are restricted for use are reported as investments. Additionally, certificates of deposit and temporary investments held separately from the City's cash management pool and which are purchased with original maturities at the time of purchase of three months or less are reported as cash equivalents.

The City elects to exclude investments with an original maturity of one year or less from date of purchase from fair value reporting. These investments are reported at amortized cost.

Texas statutes authorize the City to invest in obligations of the U.S. Treasury, agencies and instrumentalities, fully collateralized certificates of deposit, repurchase agreements, commercial paper, and direct obligations of cities within the state of Texas. The City is also authorized to invest in direct obligations of the state of Texas or its agencies, obligations of states, agencies, counties, and other political subdivisions, money market mutual funds, prime bankers' acceptances, and reverse repurchase agreement.

In accordance with GASB Statement No. 31, investments with maturities greater than one year at time of purchase are recorded at fair value based on quoted market prices. Fair value is the amount at which a financial instrument could be exchanged in a transaction between willing parties.

#### F. Inventories and Prepaid Items

Inventories are valued at cost. Cost is determined using the first-in, first-out method. Inventory consists of expendable supplies held for consumption. Inventories are capitalized under the consumption method, whereby expenditures are capitalized as inventory until used.

#### G. Capital Assets

Capital assets purchased or acquired are carried at historical cost or estimated historical cost. Contributed capital assets are recorded at estimated fair market value at the time received. Public domain (infrastructure) capital assets consisting of roads, bridges, curbs and gutters, streets and sidewalks, drainage systems and lighting systems have been recorded at estimated historical cost. Capital assets are defined by the government as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of one year.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalized value of the assets constructed. Net revenue bond interest cost incurred during construction periods is capitalized.

Capital assets of the primary government, as well as the component units, are depreciated using the straight-line method over the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Buildings	45 - 50
Improvements other than buildings	20 - 40
Equipment	4 - 10
Drainage improvements	35 - 50
Meters	10
Streets	20 - 25
Storm/sanitary sewer	50
System infrastructure	20 - 50

#### H. Capitalization of Interest

The City capitalizes interest costs for business-type activities only, net of related interest earned, from the date of the borrowing until the projects acquired with those funds are ready for their intended use. During 2009, approximately \$2,512,000 of interest costs, net of \$350,000 of interest earned, were capitalized as capital assets in the Water and Sewer Fund as part of the costs of constructing various projects. Interest expensed (net of capitalized interest) and interest earned in fiscal 2009 for the Water and Sewer Fund amounted to approximately \$1,108,000 and \$1,461,000, respectively.

#### I. Arbitrage Liability

The City accrues a liability for an amount of rebatable arbitrage resulting from investing low-yielding, tax-exempt bond proceeds in higher-yielding, taxable securities. Such investment activities can result in interest revenue exceeding interest cost. The arbitrage liability is payable to the federal government every five years; however, the City calculates and records its arbitrage liability annually. The arbitrage liability is recorded as a liability in the government-wide and proprietary fund types, as applicable, on the accrual basis and as a reduction of interest income on the invested debt proceeds.

#### J. Compensated Absences

The City's employees earn vacation leave for each month of work performed. The accrual rate increases with years of service up to a maximum of 20 days per year for 15 years of service and over. On specified anniversary dates, additional days are credited, up to certain amounts, according to length of service. Accrued vacation is paid to the employees upon termination of employment for employees who have completed at least six months of continuous service.

The City's employees accumulate 1.25 days of sick leave per month with a maximum accrual of 150 days (180 for fire fighters). For employees with more than five years of service, one-fourth of the total amount of accumulated sick pay up to a maximum of 120 days is paid at termination. The full amount accumulated up to 120 days maximum is paid if termination is through retirement or death.

Accumulated vacation and sick leave is accrued when incurred in the government-wide and proprietary fund financial statements. A liability for these amounts is reported in governmental funds only if they have matured, for example, as a result of employee resignations and retirements. The General Fund is typically used to liquidate the liability for governmental activities' compensated absences.

#### K. Long-term Obligations

In the government-wide financial statements, and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net assets. Bond premiums/ discounts and issuance costs, are deferred and amortized over the life of the bonds using the effective interest method and straight line method, respectively. Bonds payable are reported net of the applicable bond premium or discount.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, as other financing sources or uses or expenditures at the time of the debt issuance. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as

other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

#### L. Fund Equity

In the fund financial statements, governmental funds report reservations of fund balance for amounts that are not available for appropriation or are legally restricted by outside parties for use for a specific purpose. Designations of fund balance represent tentative management plans that are subject to change.

#### M. New Accounting Pronouncements

During fiscal year 2009, the City adopted the following Governmental Accounting Standards Board ("GASB") Statements:

Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*. This Statement identifies the circumstances under which a governmental entity would be required to report a liability related to pollution remediation and be required to estimate its expected outlays for pollution remediation if an obligating event, as defined by the standard, has occurred. This pronouncement had no impact on current financial statements.

Statement No. 52, *Land and Other Real Estate Held as Investments by Endowments*. This Statement establishes consistent standards for the reporting of land and other real estate held as investments by essentially similar entities. Governments also are required to report the changes in fair value as investment income and to disclose the methods and significant assumptions employed to determine fair value, and other information that they currently present for other investments reported at fair value. This pronouncement had no impact on current financial statements.

The GASB has issued the following statements which will be effective in future years as described below:

Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*, which is effective for the City beginning in fiscal year 2010. This Statement requires that all intangible assets not specifically excluded by its scope provisions be classified as capital assets. This statement also provides authoritative guidance that specifically addresses the nature of these intangible assets. Such guidance should be applied in addition to the existing authoritative guidance for capital assets.

Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, which is effective for the City beginning in fiscal year 2010. This Statement addresses the recognition, measurement, and disclosure of information regarding derivative instruments entered into by state and local governments. The statement requires that the fair value of financial arrangements called "derivatives" or "derivative instruments" be reported in the financial statements of state and local governments. Additional information about derivatives is disclosed in the notes to the financial statements, including identification of the risks to which hedging derivative instruments themselves expose a government.

Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, which is effective for the City beginning in fiscal year 2011. This Statement is to enhance the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying the existing governmental fund type definitions. This Statement establishes fund balance classifications that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported in governmental funds.

Statement No. 57, *OPEB Measurements by Agent Employers and Agent Multiple Employer Plans*, which is effective for the City beginning in fiscal year 2012. This Statement addresses issues related to the use of the alternative measurement method and the frequency and timing of measurements by employers that participate in agent multiple-employer other postemployment benefit (OPEB) plans and clarifies when actuarially

determined OPEB measures are reported by an agent multiple-employer OPEB plan and its participating employers.

Statement No. 58, *Accounting and Financial Reporting for Chapter 9 Bankruptcies*, which is effective for the City beginning in fiscal year 2010. This Statement provides accounting and financial reporting guidance for governments that have petitioned for protection from creditors by filing for bankruptcy under Chapter 9 of the United States Bankruptcy Code.

The City has not yet determined the impact of implementing the above new pronouncements.

## **II. STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY**

### **A. Budgetary Data**

The City Council adopts an annual legal budget, which covers the General Fund, the Debt Service Fund, the Enterprise Funds, and certain Special Revenue Funds (Park Performance, Convention and Event Services and Street Maintenance). All unencumbered appropriations lapse at fiscal year-end, except certain of those of the Special Revenue Funds. The budgets for the General Fund, the Debt Service Fund, and certain Special Revenue Funds are prepared on the modified accrual basis except for encumbrances which are treated as expenditures on the budgetary basis and interdepartmental expenses which are eliminated. The budgets for the Enterprise Funds are prepared on the modified accrual basis and include encumbrances, debt principal retirements and capital outlays as expenses. Additionally, the Enterprise Funds do not include depreciation as a budgetary expense. The schedules comparing budget and actual amounts for these governmental funds include adjustments to those budgetary bases for the differences noted above and for certain other revenue and expenditure items which are reported in the City's budget differently than they are reported for accounting principles generally accepted in the United States. Budgetary level of control is exercised at the fund level. The City Manager is authorized to transfer budgeted amounts within and among departments; however, any revisions that alter total expenditures of the General Fund, Debt Service Fund, and certain Special Revenue funds must be approved by the City Council. During fiscal year 2009, there were no budget amendments.

The Budgetary Comparison Schedule presents a comparison of budgetary data to actual results of operations for the General Fund, for which an annual operating budget is legally adopted. This fund utilizes the same basis of accounting for both budgetary purposes and actual results, with the following exceptions:

The portion of ad valorem tax revenues in the General Fund from "rolled back" tax payments (taxes, up to five years back, on properties previously taxed at special use exemption values and currently changed to full values) are excluded from the budgetary basis tax revenues and from the general governmental expenditures.

Certain interdepartmental revenues and expenses are included in budgetary basis revenues and expenditures, but are eliminated from actual revenues and expenditures.

General Fund encumbrances are added to the actual expenditures for budgetary comparison. Budgetary data for the project-length Special Revenue Funds and Capital Projects Funds have not been presented. Receipts of revenues are not estimable for all Special Revenue Funds and are not budgeted. Expenditures are limited to total revenues over the life of the funds. Capital Projects Funds are budgeted over the life of the respective project and are reviewed and approved by the City Council in an annual Capital Improvements Program plan.

### **B. Excess of expenditures over appropriations**

For the year ended September 30, 2009, expenditures exceeded appropriations in the General fund by \$229,000 in public health. These overexpenditures were funded by a reduction in other expenditure categories. In the Water and Sewer enterprise fund, expenditures exceeded appropriations in the purchase of sewage treatment by \$240,000, supplies by \$618,000, and maintenance and repairs by \$198,000. These overexpenditures were offset by underexpenditures in purchase of water, salaries and wages, employees' retirement, utilities, depreciation and miscellaneous services. In the Stormwater Utility fund, miscellaneous expenses exceeded budget by \$317,000.

### **C. Deficit fund equity**

Several of the special revenue funds account for expenditure driven grants. The funds make expenditures and then file for reimbursement from the granting agency. Reimbursements not received within sixty days of year end are deferred revenue, creating a deficit fund balance. Expenditure driven funds with end of year deficit fund balances and their respective deficits are:

Federal Transit Administration-\$837,000  
Community Development Block Grant-\$773,000  
Texas Department of Transportation-\$1,017,000  
Texas Criminal Justice Division-\$45,000  
FEMA-\$1,010,000

These fund balances will all be replenished in 2010 from reimbursements funded by Federal and State Grants.

In addition, the Police and Library capital projects funds have deficit balances of \$126,000 and \$129,000, respectively. These deficits will be funded through the issuance of permanent improvement bonds and certificates of obligation.

### **III. DETAILED NOTES ON ALL FUNDS**

#### **1. CASH, CASH EQUIVALENTS AND INVESTMENTS**

State statutes, the City's Investment Policy and the City's Depository Agreement govern the investments of the City. The City is authorized to invest in United States Treasuries, its agencies or instrumentalities, other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the United States or its agencies and instrumentalities, obligations of Texas and its agencies, counties and cities, and other political subdivisions rated not less than AA, fully insured or collateralized certificates of deposit, fully collateralized repurchase agreements, Guaranteed Investment Contracts, commercial paper rated A-1+, P-1 with an underlying long-term rating of AA or better, government pools and money market funds consisting of any of these securities listed. Major provisions of the City's investment policy include the following: depositories must be FDIC-insured institutions, depositories must fully insure or collateralize all deposits, and investments must be purchased in the name of the City and be delivered to the City's agent for safekeeping.

Deposits - At September 30, 2009, the carrying amount of the City's demand deposits was a \$1,064,000 deficit (bank balance, \$1,448,000). The \$1,064,000 deficit balance consisted of a \$1,981,000 deficit balance in City Funds and a \$917,000 positive balance in Component Unit Funds. The balance in cash on hand was \$70,000 at year end.

Investments – The City elects to exclude investments with an original maturity of one year or less from date of purchase from fair value reporting. These investments are reported at amortized cost.

The City is the beneficiary of a Closure/Post Closure Trust in the amount of \$6,292,000. This amount is recorded as an investment in trust and as a landfill closure accrued liability. Under the landfill lease agreement, the lessee must maintain a trust equal to the amount of the City's closure/post closure liability. The lessee contributed \$5,154,000 at closing and makes annual contributions of approximately \$600,000. The funds in this trust are to be used solely by the City to pay for closure and post closure expenses as they are incurred.

As of September 30, 2009, the City had the following cash, cash equivalents and investments (amounts in thousands):

<b>City Funds</b>	<b>Fair Value</b>	<b>Weighted average Maturity (in days)</b>
Demand Deposits	\$(1,981)	n/a
Cash on Hand	70	n/a
Other Cash in Bank	(87)	n/a
General Operating/Internal Pool	256,002	273
Dallas Cowboy Complex Development Project	741	1
Debt Service and Working Capital Reserve	5,660	247
Dallas Cowboy Complex Development Project Debt Service Reserve	37,228	1,868
Closure/Post-closure trust fund	6,292	1
Self-Insurance	3,099	299
<b>Total City</b>	<b>\$307,024</b>	
<b>Fiduciary Funds</b>	<b>Fair Value</b>	<b>Weighted average Maturity (in days)</b>
Agency Funds-Internal Pool	\$10,097	273
Agency Funds- Cash in Bank	(9)	n/a
Agency Funds- Mutual Funds	267	n/a
Pension Trust Funds – Money Market Fund	24,975	n/a
Pension Trust Funds – Corporate Bonds	913	n/a
Pension Trust Funds- Mutual Funds	73,741	n/a
<b>Total Fiduciary Funds</b>	<b>\$109,984</b>	
<b>Component Units</b>		
Demand Deposits	\$917	n/a
Cash in Bank	3,070	n/a
ATF – Internal Pool	12,107	2,233
ATF – Investments	43,491	273
AHA – Bank Cert. of Deposit	2,851	420
<b>Total Component Units</b>	<b>\$62,436</b>	
<b>Total Entity – Cash, Cash Equivalents and Investments</b>	<b>\$479,444</b>	

*Interest Rate Risk.* In accordance with its investment policy, the City manages its exposure to declines in fair values by limiting the maximum maturity of any single investment and the weighted average maturity of combined investments by fund groups. The following table lists the fund groups authorized in the City's investment policy and the maximum maturity and maximum weighted average maturity ("WAM"):

<b>Fund</b>	<b>Maximum Maturity</b>	<b>Maximum WAM</b>
General Operating	2 Years	1 Year
Capital Project	2 Years	18 Months
Dallas Cowboy Complex Development Project	4 Years	3 Years
Debt Service and Working Capital Reserve	5 Years	4 Years
Dallas Cowboy Complex Development Debt Service Reserve	7 Years	7 Years
Debt Service Sinking	7 Years	7 Years
Self-Insurance	7 Years	5 Years
Closure/Post-closure Trust Fund	10 Years	8 Years

*Credit Risk.* In accordance with its investment policy, the City minimizes credit risk by limiting investments to the safest type of investments. The City's investments in the bonds of U.S. agencies were rated Aaa by Moody's investors Service and AAA by Standard and Poor's. The Arlington Housing Authority's investments in the Federal Home Loan Bank bond was rated AAA by Moody's.

*Concentration of Credit Risk.* The City's investment policy places the following limits on the amount the City may invest in any one issuer. All securities are AAA rated.

<u>Security</u>	<u>% of Portfolio</u>
United States Treasury	100%
U.S. Agencies and Instrumentalities	30%/Issuer
Other Obligations guaranteed by U.S.	5%
Obligations of Texas and its subdivisions	5%/Issuer
Certificates of Deposit	20%
Repurchase Agreements	15%/counterparty
Commercial Paper	5%/Issuer – 20%
Money Market Mutual Fund	15%/MMF
Local Government Investment Pools	25%/pool

As of September 30, 2009 the City's overall portfolio consisted of:

<b>City Funds</b>	<b>Fair Value</b>
Demand Deposits	\$(1,981)
Cash on Hand	70
Cash in Bank	(87)
Federal Home Loan Bank Bonds	96,457
Federal Home Loan Mortgage Corp. Bonds	66,881
Federal National Mortgage Association Bonds	57,381
Federal Farm Credit Bonds	8,379
U.S. Treasury	1,412
Wells Fargo Money Market	12,023
TexPool	28,862
TexasDaily	8,194
TexStar	8,673
Bank of Texas Cert. of Deposit	2,307
Compass Bank Cert. of Deposit	18,453
<b>Total City</b>	<b>\$307,024</b>
<b>Fiduciary Funds</b>	<b>Fair Value</b>
Agency Funds - Cash in Bank	\$(9)
Agency Funds - Mutual Funds	267
Agency Funds - Federal Home Loan Bank	2,790
Agency Funds - Federal Home Loan Mortgage Corp.	2,529
Agency Funds - Federal National Mortgage Association	2,188
Agency Funds - U.S. Treasury	54
Agency Funds - TexPool	1,101
Agency Funds - TexasDaily	313
Agency Funds - TexStar	331
Pension Trust Funds - Money Market Fund	24,975
Pension Trust Funds - Corporate Bonds	913
Pension Trust Funds - Mutual Funds	73,741
Bank of Texas Cert. of Deposit	88
Compass Bank Cert. of Deposit	703
<b>Total Fiduciary Funds</b>	<b>\$109,984</b>
<b>Component Units</b>	
Demand Deposits	\$917
Cash in Bank	3,070
ATF - Federal Home Loan Bank	19,980
ATF - Federal Home Loan Mortgage Corp.	3,033
ATF - Federal National	2,624

Mortgage Association	
ATF - Farmer Mac	5,416
ATF - Federal Farm Credit	21,439
ATF - U.S. Treasury	65
ATF - TexPool	1,320
ATF - TexasDaily	375
ATF - TexStar	397
AHA – Bank Cert. of Deposit	2,851
Bank of Texas Cert. of Deposit	105
Compass Bank Cert. of Deposit	844
<b>Total Component Units</b>	<b>\$62,436</b>
<b>Total Entity – Cash, Cash Equivalents and Investments</b>	<b>\$479,444</b>

*Custodial Credit Risk.* State statutes require that all City deposits in financial institutions be fully insured by the Federal Deposit Insurance Corporation (FDIC) collateralized by U. S. Government obligations or obligations of Texas and its agencies that have a market value of not less than the principal amount of the deposits or by a Letter of Credit from a Federal Agency. Due to the financial crisis the FDIC was providing unlimited insurance coverage for demand deposits through December 31, 2009. The City's deposits at its depository bank were insured by the FDIC and there was no collateral on September 30, 2009. During fiscal year 2009 the City purchased two certificates of deposit (CD). The \$20 million CD at Compass BBVA Bank is collateralized by a \$20.3 million Letter of Credit from the Federal Home Loan Bank. The \$2.5 million CD with Bank of Texas is part of the CDARS program and is distributed between thirteen banks and is fully insured by the FDIC.

The City's investments in public funds investment pools include investments in TexPool, TexasDaily and TexStar. These are public funds investment pools operating as an SEC 2a-7 like pool in full compliance with the Public Funds Investment Act. TexPool, TexasDaily and TexStar are rated as AAA money market funds by Standard & Poor's. As of September 30, 2009, the City's investment in TexPool was \$31,284,000 with a market value of \$31,284,000. The City's investment in TexasDaily was \$8,881,000 with a market value of \$8,881,000 and the City's investment in TexStar was \$9,400,000 with a market value of \$9,400,000.

## 2. PROPERTY TAXES

Property Taxes are levied on October 1 on the assessed value listed as of the prior January 1 and are due and payable at that time. All unpaid taxes attach as a lien on property as of January 1 and become enforceable February 1. Penalty and interest is charged at 7 percent on delinquent taxes beginning February 1 and increase each month to 18 percent on July 1.

Appraised values are established by the Tarrant Appraisal District at 100 percent of estimated market value and certified by the Appraisal Review Board. The assessed value for the tax roll of January 1, 2008, upon which the original FY09 levy was based, was \$18,246,819,671.

City property tax revenues are recorded as receivables and deferred revenues at the time the tax levy is billed. Current year revenues recognized are those collected within the current period, or soon enough thereafter to pay current liabilities, generally within sixty days after year-end. An allowance is provided for delinquent property taxes not expected to be collected in the future.

For the fiscal year ended September 30, 2009, the City had a tax rate of \$0.6480 (\$0.4467 for general government and \$0.2013 for debt service) per \$100 assessed valuation with a tax margin of \$1.8520 per \$100 valuation based upon a maximum ad valorem tax of \$2.50 per \$100 valuation permitted by Article XI, Section 5, of the State of Texas Constitution. Additional revenues up to approximately \$337,931,100 could be raised per year before the limit is reached, based on the current year's appraised net taxable value of approximately \$18,246,819,671.

In Texas, county-wide central appraisal districts are required to assess all property within the appraisal district on the basis of 100 percent of its appraised value and are prohibited from applying any assessment ratios. The value of property within the appraisal district must be reviewed every three years. The City may challenge appraised values established by the appraisal district through various appeals,

and, if necessary, legal action. Under this system, the City sets tax rates on City property. However, if the effective tax rate, excluding tax rates for bonds and other contractual obligations, adjusted for new improvements, exceeds the rate for the previous year by more than 8 percent, qualified voters of the City may petition for an election to determine whether to limit the tax rate to no more than 8 percent above the tax rate of the previous year.

### **3. DALLAS COWBOYS COMPLEX DEVELOPMENT PROJECT**

In 2004, the voters authorized the City to provide the planning, acquisition, construction and financing for the Dallas Cowboys Complex Development Project (the "Complex"), approving an increase in the City's sales tax of one-half cent, a two percent increase in the hotel occupancy tax and a five percent short-term motor vehicle rental tax. The Complex was completed in July 2009 and is a multi-functional enclosed facility with a retractable roof and seating for approximately 85,000. The final cost of the project was \$1.1 billion and in accordance with the funding and closing agreement, the City paid a portion of the projected costs, \$325 million, to build the Complex.

Stadium Lease - As part of the Funding Agreement, the City entered into a lease agreement with the Cowboys Stadium, L.P. (the "Tenant") for lease of the Complex. The Lease Agreement calls for an initial term of 30 years. Monthly lease payments of \$166,666.67 began in June, 2009 for an annualized rental rate of \$2 million per year. The Lease Agreement contains several renewal options at guaranteed annual rental payments of \$1 million per year for the first 10 years and \$1.25 million per year for all remaining renewals. The Lease Agreement also provides the Tenant with an option to purchase the Complex from the City at the end of the initial lease term and each renewal option thereafter. Under the lease, the Tenant pays for all costs of operation and maintenance of the Complex. The tenant will also make separate annual payments to the City, beginning during the construction period, equal to five percent of the net naming rights revenue, if any, received by the Tenant, capped at \$500 thousand per year. There was no such naming rights revenue for the latest fiscal year. The lease is accounted for as an operating lease. The cost of the stadium is \$1,069,198,000 with an accumulated depreciation of \$10,633,734.

The City received \$403,989,000 in contributions from the Cowboys this year which is included in program revenue for Parks and Recreations.

City Debt – In 2005, the City issued \$297,990,000 Dallas Cowboy Complex Special to fund the City's share of the project costs for the Complex, including \$164,265,000 Dallas Cowboys Complex Special Obligation Tax-Exempt Special Tax Bonds, Series 2005B (the "Multi-Modal Bonds"). In December, 2008 the City issued \$112,185,000 in Special Tax Revenue Bonds to refund \$104,265,000 of the Series 2005B bonds and in May 2009 issued \$62,820,000 to refund the remaining \$60,000,000 of the Series 2005B bonds. The City also terminated its two swap agreements as part of these refundings and no longer has any variable rate bond or swap exposure.

Conduit Debt - In 2006, \$147,865,000 Dallas Cowboy Complex Admissions and Parking Taxes Revenue Bonds, Taxable Series 2006 (the "Dallas Cowboys Admission and Parking Taxes Revenue Bonds") with a pledge of a 10% admissions tax and a \$3 parking tax for events held at the Complex, with additional security provided by a Guaranty Agreement from The Cowboys Stadium, L.P., were issued to fund a portion of the Dallas Cowboy's funding for the Complex. The Dallas Cowboys Admission and Parking Taxes Revenue Bonds are not payable from or secured by any money raised or to be raised from property taxes or any other of the City's revenue sources and accordingly have not been reported as a liability in the City's financial statements but are disclosed here as conduit debt. At September 30, 2009, outstanding conduit debt was \$147,865,000.

Franchise - The City and the Dallas Cowboys Football Club, LTD. entered into a franchise agreement that requires the Dallas Cowboys NFL football franchise to remain in Arlington and to play all of the team's home games in the Complex for a minimum of 30 years after the Complex opens. If the lease renewal options are exercised, the Cowboys' obligation to stay in Arlington is extended for the renewal term.

### **4. RECEIVABLES**

Receivables at September 30, 2009 for the government's individual major funds and nonmajor, and fiduciary funds in the aggregate, including the applicable allowances for uncollectible accounts, consist of the following:

(Amounts expressed in thousands)

	Other							Total
	General	Debt Service	Storm Water Utility	Water & Sewer	Street Capital Projects	Nonmajor Governmental Funds	Internal Service Funds	
Receivables:								
Taxes	\$ 8,245	\$ 420	\$ -	\$ -	\$ -	\$ 1,322	\$ -	\$ 9,987
Franchise Fees	6,359	-	-	-	-	-	-	6,359
Trade Accounts	-	-	577	10,111	-	-	147	10,835
Unbilled Trade Accounts	-	-	415	6,705	-	-	-	7,120
Special Assessments	-	-	-	-	192	-	-	192
Sales Taxes	8,080	4,059	-	-	-	2,029	-	14,168
Accrued Interest	1,593	457	-	-	-	-	24	2,074
Other	2,921	-	-	43	-	896	-	3,860
Gross Receivables	27,198	4,936	992	16,859	192	4,247	171	54,595
Less: Allowance for Uncollectibles	(5,362)	-	(39)	(2,458)	-	(2)	-	(7,861)
Net total Receivables	\$21,836	\$4,936	\$ 953	\$ 14,401	\$ 192	\$ 4,245	\$ 171	\$ 46,734

## 5. CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2009 was as follows:

	(Amounts expressed in thousands)			
	Balance at Beginning Of Year	Transfers And Additions	Transfers And Retirements	Balance at End Of Year
<b>Governmental activities:</b>				
Capital assets, not being depreciated:				
Land	\$ 84,922	\$ 119,867	\$ (91)	\$ 204,698
Construction in progress-other	132,088	59,992	(63,167)	128,913
Construction in progress-stadium	652,041	417,156	(1,069,197)	-
Total capital assets, not being depreciated	869,051	597,015	(1,132,455)	333,611
Capital assets, being depreciated:				
Buildings	156,591	983,546	(289)	1,139,848
Improvements other than buildings	55,584	-	-	55,584
Equipment	68,996	7,876	(3,403)	73,469
Infrastructure	792,661	21,538	(75,785)	738,414
Total capital assets, being depreciated	1,073,832	1,012,960	(79,477)	2,007,315
Less accumulated depreciation for:				
Buildings	60,366	16,674	(163)	76,877
Improvements other than buildings	18,936	-	-	18,936
Equipment	44,263	9,308	(3,325)	50,246
Infrastructure	528,629	25,589	(25,004)	529,214
Total accumulated depreciation	652,194	51,571	(28,492)	675,273
Total capital assets, being depreciated, net	421,638	961,389	(50,985)	1,332,042
Governmental activities capital assets, net	\$1,290,689	\$1,558,404	(\$1,183,440)	\$1,665,653

	Balance at Beginning Of Year	Transfers And Additions	Transfers And Retirements	Balance at End Of Year
<b>Total Business-type activities:</b>				
Capital assets, not being depreciated:				
Land	\$ 6,430	\$ 265	\$ -	\$ 6,695
Construction in progress	<u>68,543</u>	<u>54,227</u>	<u>(31,076)</u>	<u>91,694</u>
Total capital assets, not being depreciated	<u>74,973</u>	<u>54,492</u>	<u>(31,076)</u>	<u>98,389</u>
Capital assets, being depreciated:				
Buildings and improvements	2,833	-	-	2,833
Drainage system	-	77,221	-	77,221
Water and sewer system	601,688	32,296	-	633,984
Machinery and equipment	<u>10,437</u>	<u>684</u>	<u>-</u>	<u>11,121</u>
Total capital assets, being depreciated	<u>614,958</u>	<u>110,201</u>	<u>-</u>	<u>725,159</u>
Less accumulated depreciation for:				
Buildings and improvements	1,070	57	-	1,127
Drainage system	-	26,628	-	26,628
Water and sewer system	183,271	12,109	-	195,380
Machinery and equipment	<u>9,891</u>	<u>108</u>	<u>-</u>	<u>9,999</u>
Total accumulated depreciation	<u>194,232</u>	<u>38,902</u>	<u>-</u>	<u>233,134</u>
Total capital assets, being depreciated, net	<u>420,726</u>	<u>71,299</u>	<u>-</u>	<u>492,025</u>
Business-type activities capital assets, net	<u>\$495,699</u>	<u>\$125,791</u>	<u>(\$31,076)</u>	<u>\$590,414</u>

Depreciation expense was charged to functions/programs of the primary government as follows (in thousands):

Governmental activities:		
General Government		\$ 14,517
Public Safety		2,718
Parks and recreation		3,769
Public works		26,542
Public health		-
Capital assets held by the government's internal service funds are charged to the various functions based on their usage of the assets		<u>4,025</u>
Total depreciation expense – governmental activities		<u>\$51,571</u>
Business-type activities:		
Storm Water Utility		1,624
Water and sewer		<u>\$ 12,274</u>
Total depreciation expense – business-type activities		<u>\$ 13,898</u>

During fiscal 2009, the Drainage fund with \$75,785,000 of gross capital assets, net of accumulated depreciation of \$25,004,000, and \$3,775,000 of CIP was transferred from governmental activities to Storm Water Utility enterprise fund.

Discretely presented component units:

	(Amounts expressed in thousands)			
	<u>Balance at Beginning Of Year</u>	<u>Transfers And Additions</u>	<u>Transfers And Retirements</u>	<u>Balance at End Of Year</u>
<b>Arlington Sports Facilities Development Authority, Inc.:</b>				
Capital assets, being depreciated:				
Buildings and improvements	<u>\$2,739</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$2,739</u>
Total capital assets, being depreciated	<u>2,739</u>	<u>-</u>	<u>-</u>	<u>2,739</u>
Less accumulated depreciation for:				
Buildings and improvements	<u>1,588</u>	<u>110</u>	<u>-</u>	<u>1,698</u>
Total accumulated depreciation	<u>1,588</u>	<u>110</u>	<u>-</u>	<u>1,698</u>
Arlington Sports Facility Development Authority, Inc. activities capital assets, net	<u>\$1,151</u>	<u>(\$110)</u>	<u>\$ -</u>	<u>\$1,041</u>
	<u>Balance at Beginning Of Year</u>	<u>Transfers And Additions</u>	<u>Transfers And Retirements</u>	<u>Balance at End Of Year</u>
<b>Arlington Housing Authority, Inc.:</b>				
Capital assets, being depreciated:				
Machinery and equipment	<u>\$ 825</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$825</u>
Total capital assets, being depreciated	<u>825</u>	<u>-</u>	<u>-</u>	<u>825</u>
Less accumulated depreciation for:				
Machinery and equipment	<u>302</u>	<u>54</u>	<u>-</u>	<u>306</u>
Total accumulated depreciation	<u>302</u>	<u>54</u>	<u>-</u>	<u>306</u>
Arlington Housing Authority, Inc. activities capital assets, net	<u>\$ 523</u>	<u>\$ (54)</u>	<u>\$ -</u>	<u>\$469</u>
	<u>Balance at Beginning Of Year</u>	<u>Transfers And Additions</u>	<u>Transfers And Retirements</u>	<u>Balance at End Of Year</u>
<b>Arlington Convention and Visitors Bureau, Inc.:</b>				
Capital assets, being depreciated:				
Machinery and equipment	<u>\$653</u>	<u>\$ 38</u>	<u>\$ -</u>	<u>\$691</u>
Total capital assets, being depreciated	<u>653</u>	<u>38</u>	<u>-</u>	<u>691</u>
Less accumulated depreciation for:				
Machinery and equipment	<u>443</u>	<u>49</u>	<u>-</u>	<u>492</u>
Total accumulated depreciation	<u>443</u>	<u>49</u>	<u>-</u>	<u>492</u>
Arlington Convention and Visitors Bureau, Inc. activities capital assets, net	<u>\$210</u>	<u>\$(11)</u>	<u>\$ -</u>	<u>\$199</u>

## 6. PENSION AND EMPLOYEE BENEFIT PLANS

### Texas Municipal Retirement System

#### Plan Description:

The City provides pension benefits for all of its full-time employees through a nontraditional, joint contributory, hybrid defined benefit plan in the state-wide Texas Municipal Retirement System (TMRS), one of 833 administered by TMRS, an agent, multiple-employer public employee retirement system. Each of the municipalities has an annual individual actuarial valuation performed. All assumptions for the December 31, 2008 valuations are contained in the 2008 TMRS comprehensive Annual Financial Report (CAFR), a copy of which may be obtained by writing to P.O. Box 149153, Austin, Texas 78714-9153 or accessing the CAFR on line at [www.tmr.com](http://www.tmr.com).

Benefits depend upon a sum of the employee's contributions to the plan, with interest, and the City-financed monetary credits, with interest. At the date the plan began, the City granted monetary credits for service rendered before the plan began of a theoretical amount equal to two times what would have been contributed by the employee, with interest, prior to establishment of the plan. Monetary credits for service since the plan began are 200 percent of the employee's accumulated contributions and the monetary credits for service since the plan began, would be the total monetary credits and employee contributions accumulated with interest if the current employee contribution rate and City matching percent had always been in existence and if the employee's salary had always been the average of his salary in the last three years that are one year before the effective date. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer-financed monetary credits with interest were used to purchase an annuity. Additionally, initiated in 1998, the City provides on an annually repeating basis annuity increases for retirees equal to 70% of the change in the consumer price index (CPI).

Members can retire at age 60 and above with 5 or more years of service or with 20 years of service regardless of age. A member is vested after 5 years. The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS. The contribution rate for the employees is 7%, and the City matching ratio is currently 2 to 1, both as adopted by the governing body of the City.

#### Funding Policy:

Under the state law governing TMRS, the actuary annually determines the City contribution rate on a calendar-year basis using the Projected Unit Credit actuarial method. The City discloses the annual pension costs (which equal the required contributions) based on the calculated rates for the City's fiscal year. The rate is 14.88% of covered payroll for the months in calendar year 2008, and 15.51% for the months in calendar year 2009. This rate consists of the normal cost contribution rate and the prior service contribution rate. The normal cost contribution rate finances the currently accruing monetary credits due to City matching percent, which are the obligation of the City as of an employee's retirement date, not at the time the employee's contributions are made. The normal cost contribution rate is the actuarially determined percent of payroll necessary to satisfy the obligation for the City to each employee at the time his/her retirement becomes effective. The prior service contribution rate amortizes the unfunded actuarial liability. Both the employees and the City make contributions monthly. Since the City needs to know its contribution rate in advance for budgetary purposes, there is a one-year delay between the actuarial valuation that serves as basis for the rate and the calendar year when the rate goes into effect (i.e. December 31, 2007 valuation is effective of rates beginning January 1, 2009). If a change in plan provisions is elected by the City, this rate can change.

Per TMRS statutes, there is a 13.5 percent and 15.5 percent statutory maximum in effect based on the benefit levels elected by the city. If the required rate calculated by TMRS exceeds one or both of those rates, the city council at its option can choose to either adjust benefits to reduce the required rate to conform with the maximums or lift the maximums altogether and to pay the full required rate. Arlington's maximum is 15.5 percent.

Annual Pension Cost and Net Pension Obligation:

The City's annual pension cost of \$29,582,321 was \$7,287,773 higher than the City's contributions.

Annual pension cost	\$29,582,321
Interest	<u>0</u>
Annual pension cost (expense)	29,582,321
Contributions made	<u>22,294,548</u>
Increase (Decrease) in net pension obligation	<u>\$ 7,287,773</u>

Three-Year Trend Information

Fiscal Year	Annual Pension Cost	Percentage of APC Contribution	Net Pension Obligation (Asset)
2007	\$15,164,648	100%	-
2008	\$19,486,546	100%	-
2009	\$29,582,321	75.36%	\$7,287,773

The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets in increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Changes in Actuarial and Amortization Methods:

Since its inception, TMRS has used the Unit Credit actuarial funding method. This method accounts for liability accrued as the valuation date, but does not project the potential future liability of provisions adopted by the City. Two-thirds of the cities participating in TMRS have adopted the Updated Service Credit and Annuity Increases provisions on an annually repeating basis. For the December 31, 2007 valuation, The TMRS Board determined that the Projected Unit Credit (PUC) funding method should be used, which facilitates advance funding for future updated service credits and annuity increases that are adopted on an annually reporting basis. In addition, the Board also adopted a change in the amortization period from a 25-year "open" to a 2-year "closed" period. TMRS Board of Trustee rules provide that, whenever a change in actuarial assumptions or methods results in a contribution rate increase in an amount greater than .5%, the amortization period will be increased to 30 years, unless a city requests that the period remain at 25 years. The statutes further provide that plan members may request up to a forty year amortization period. For cities with repeating features, these changes would likely result initially in higher required contributions and lower funded ratios; however, the funded ratio should show steady improvement over time. To assist in this transition to higher rates, the Board also approved an eight-year phase-in period, which will allow cities the opportunity to increase their contributions gradually (approximately 12.5% each year) to their full rate (or their required contribution rate).

Funding State and Funding Progress:

As of December 31, 2008, the most recent actuarial valuation date, the plan was 60.6 percent funded. The actuarial accrued liability for benefits was \$594,441,728, and the actuarial value of assets was \$360,028,646, resulting in an unfunded actuarial accrued liability (UAAL) of \$234,413,082. The covered payroll (annual payroll of active employees covered by the plan) was \$143,790,619, and the ratio of the UAAL to the covered payroll was 163%.

Actuarial Methods and Assumptions:

A summary of actuarial assumptions is as follows:

Actuarial Valuation Date	December 31, 2008
Actuarial Cost Method	Projected Unit Credit
Amortization Method	Level Percent of Payroll
Remaining Amortization Period	29 Years – Closed Period
Asset Valuation Method	Amortized Cost
Investment Rate of Return	7.5%

Projected Salary Increases	Varies by age and service
Payroll growth	3%
Withdrawal rates (low, mid or high) for Male/Female	Mid-High/Mid-High
Inflation Rate	3%
Cost-of-Living Adjustments	2.1%

#### Thrift Savings Plan

All full-time City employees may participate in the Thrift Savings Plan (the "Thrift"), a single-employer defined contribution plan administered by the Retirement Committee at the City. The plan provisions and contribution savings are adopted and amended by the City Council, within the options available in the federal statutes governing Internal Revenue Code, section 401(k). This voluntary IRS Code 401(k) plan allows all full-time City employees to contribute between 1 percent to 10 percent of their salary with the City matching the first 6 percent of employee contributions at 50 cents to the dollar. Partial vesting of employer contributions begins after three years of participation with full vesting taking place after six years of participation. At September 30, 2009, the Thrift plan was fully funded and the fair market value of plan assets, including accrued interest, was \$97,089,000.

The City's total payroll during fiscal 2009 was \$149,128,000. The current year contribution was calculated based on a covered payroll of \$86,449,000, resulting in a required and actual employer contribution of \$2,349,000 and actual employee contributions of \$5,626,000. The employer contribution represents 2.71 percent of the covered payroll. The employee contribution represents approximately 6.5 percent of the covered payroll.

There were no material changes to the Thrift plan during fiscal 2009. There were no related-party transactions. The Thrift Plan does not issue separate stand-alone financial statements.

#### Part-Time Deferred Income Trust

The City provides retirement benefits for all part-time, seasonal, and temporary employees through the Part-time Deferred Income Trust Plan (the "PDIT"), a single-employer defined benefit pension plan administered by the City of Arlington's Workforce Services Department. The PDIT was adopted by the City Council in accordance with the safe harbor rules of the Internal Revenue Service regulations. The PDIT does not issue separate stand-alone financial statements.

As of July 1, 2008, the most recent actuarial valuation date, the plan was 128.8 percent funded. The actuarial accrued liability for benefits was \$1,254,909, and the actuarial value of assets was \$1,615,873, resulting in an excess funded actuarial accrued liability (EAAL) of \$360,964. The covered payroll (annual payroll of active employees covered by the plan) was \$4,097,159, and the ratio of the UAAL to the covered payroll was 8.8%.

The contribution rate for employees is 3 percent, and the City's actuarially determined matching percent is currently 3.3 percent. The City's required contribution rate was determined as part of the July 1, 2008, actuarial valuation (the most recent actuarial valuation) using the aggregate cost method, which does not identify or separately amortize unfunded actuarial liabilities.

The actuarial assumptions used in the July 1, 2008 actuarial valuation included were (a) 6.50 percent investment return, (b) no inflation rate adjustment, and (c) 4.50 percent salary increases. The accrual basis of accounting is utilized by the PDIT fund. Plan member contributions are recognized in the period in which the contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan. Administrative costs of the plan are financed through investment earnings. Cash and cash equivalents are stated at cost that approximates fair value. Investments are stated at the approximate value of the financial asset based on either the month end price, the last available price, or the last available activity. The actuarial accrued liability was determined using the entry age normal cost method.

The following table discloses three-year historical trend information relating to the Part-Time Deferred Income Trust Plan.

<u>Fiscal Year Ending</u>	<u>Annual Required Contribution (ARC)</u>	<u>Percentage of ARC Contributed</u>	<u>Net Pension Obligation</u>
9/30/07	\$114,000	100.00%	-
9/30/08	\$112,000	100.00%	-
9/30/09	\$102,000	100.00%	-

Benefits depend on length of service to the City and the employee's total contributions. At normal retirement age (65), the benefit consists of monthly payments equal to a percentage of the employee's average pay multiplied by years of service. The percentage of the employee's pay ranges from 1.50 percent to 2.00 percent, depending on the number of months of service.

IRC 457 Deferred Compensation Plans

The City offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457 which is administered by the International City Management Associations Retirement Corporation (the "ICMA"). In addition, the City offers its executive employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457 which is also administered by the ICMA. Since the City does not administer these plans, these plans are not included in the City's financial statements.

City contributions for the above plans for the year ended September 30, 2009, are as follows (amounts in thousands):

TMRS	\$22,294
THRIFT	2,349
PTDIT	<u>102</u>
	<u>\$24,745</u>

## Statement of Net Assets and Statement of Changes in Net Assets

The Part-Time Deferred Income Trust and Thrift Savings Plans do not issue separate GAAP financial reports. Their financial statements are presented below as of and for the year-ended September 30, 2009 (amounts in thousands):

	<u>Net Assets</u>		
	<u>Part-Time Deferred Income Trust</u>	<u>Thrift Savings Plan</u>	<u>Total</u>
<b>ASSETS</b>			
Investments	<u>\$1,879</u>	<u>\$97,089</u>	<u>\$98,968</u>
Total Assets	<u>\$1,879</u>	<u>\$97,089</u>	<u>\$98,968</u>
<b>NET ASSETS, Held in Trust For Pension Benefits</b>	<u>\$1,879</u>	<u>\$97,089</u>	<u>\$98,968</u>

	<u>Changes in Net Assets</u>		
	<u>Part-Time Deferred Income Trust</u>	<u>Thrift Savings Plan</u>	<u>Total</u>
<b>ADDITIONS</b>			
Employer contributions	\$ 102	\$ 2,349	\$ 2,451
Employee contributions	95	5,626	5,721
Net appreciation in fair value of investments	<u>166</u>	<u>4,160</u>	<u>4,326</u>
Total Additions	<u>\$ 363</u>	<u>\$12,135</u>	<u>\$12,498</u>
<b>DEDUCTIONS</b>			
Benefits	49	6,149	6,198
Plan administration	<u>30</u>	<u>12</u>	<u>42</u>
Total Deductions	<u>79</u>	<u>6,161</u>	<u>6,240</u>
Increase in Net Assets	284	5,974	6,258
NET ASSETS, October 1	<u>1,595</u>	<u>91,115</u>	<u>92,710</u>
NET ASSETS, September 30	<u>\$1,879</u>	<u>\$97,089</u>	<u>\$ 98,968</u>

## **7. OTHER POST EMPLOYMENT BENEFITS**

### **Disability Income Plan**

Effective October 1, 1992, the City began providing active employees with disability insurance through a policy obtained from a commercial carrier. Previously, all City employees had participated in a Disability Income Plan (DIP), a single-employer other postemployment benefit disability plan, which had been funded by actuarially determined contributions. This plan had been accounted for in the DIP fund. Benefits to employees who were disabled while participating under the previous plan will continue to be paid from the remaining assets of the DIP fund, a fiduciary fund of the City.

### Summary of Significant Accounting Policies

*Basis of Accounting.* DIP's financial statements are prepared using the accrual basis of accounting. Employer contributions to the plan are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits are recognized when due and payable in accordance with the terms of the plan.

*Method Used to Value Investments.* Cash and cash equivalents with original maturity dates less than one year are stated at cost that approximates fair value. Investments are stated at fair value based on either the month end price, the last available price or the last available activity.

Plan Description and Contribution Information

Membership of the plan consisted of the following at July 1, 2009, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits	30
Active plan members	<u>2,286</u>
Total	<u>2,316</u>

Number of participating employers	1
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*Plan Description.* DIP is a single-employer defined benefit disability income plan that covers the employees of the City. The plan originally provided in-service death benefits and long term disability benefits commencing upon disablement. The plan was amended to eliminate the in-service death benefit and to start disability payments at age 65. The plan contemplates that long term disability benefits will be provided through a separate LTD insurance contract prior to age 65. The retired life liability for current disabled employees (many of whom are under age 65) is retained under the plan.

*Contributions.* The retirement committee of the City has the authority to establish and amend contribution requirements of the plan. The City's contribution is determined through an actuarial valuation. Per the most recent valuation, the City is contributing at a rate equivalent to 0.30 percent of covered payroll. For the year ended September 30, 2009, the City contributed \$372,000 to the plan. Administrative costs of DIP are financed through investment earnings.

Funded Status and Funding Progress

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment and mortality. Actuarially determined amounts are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, present multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

As of July 1, 2009, the most recent actuarial valuation date, the plan was 21.0 percent funded. The actuarial accrued liability for benefits was \$2,770,504, and the actuarial value of assets was \$581,422, resulting in an unfunded actuarial accrued liability (UAAL) of \$2,189,082. The covered payroll (annual payroll of active employees covered by the plan) was \$122,952,201, and the ratio of the UAAL to the covered payroll was 1.8%.

The accompanying schedule of employer contributions present trend information about the amounts contributed to the plan by employers in comparison to the ARC, an amount that is actuarially determined in accordance with the parameters of GASB Statement 43. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost for each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

Projections of benefits for financial reporting purposes are based on the substantive plan, (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long term perspective of the calculations. Additional information as of the latest actuarial valuation follows:

Valuation date	07/01/09
Actuarial cost method	Entry age normal
Amortization method	Level dollar amortization
Remaining amortization period	20 years
Asset valuation method	Market value

Actuarial assumptions	
Investment rate of return	6.5 percent
(Includes an inflation assumption of 4.5 percent)	
Pay progression	4.5 percent

*Funding Policy.* The retirement committee of the City has the authority to establish and amend contribution requirements of the plan. The City fully funds the required contributions each year.

*Annual OPEB Cost and Net OPEB Obligation.* The City's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the *annual required contribution of the employer (ARC)*, an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the plan, and changes in the City's net OPEB asset (dollar amounts in thousands):

Annual required contribution	\$316
Interest on net OPEB asset	(3)
Adjustment to annual required contribution	<u>(55)</u>
Annual OPEB cost (expense)	258
Contributions made	<u>(367)</u>
Increase (Decrease) in net OPEB asset	(109)
Net OPEB asset – beginning of year	<u>0</u>
Net OPEB asset – end of year	<u>\$(109)</u>

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB asset for 2009 and the two preceding years are as follows:

<u>Year</u>	<u>OPEB</u>	<u>Annual OPEB</u>	<u>OPEB</u>
<u>Ending</u>	<u>Cost</u>	<u>Contribution</u>	<u>Obligation</u>
			<u>(Asset)</u>
9/30/07	\$323,000	100.00%	-
9/30/08	\$364,000	100.00%	-
9/30/09	\$258,000	100.00%	(\$109,000)

DIP does not issue separate GAAP financial reports. Its financial statements are presented below as of September 30, 2009 (in thousands):

	<u>Net Assets</u>
Assets	
Investments	<u>\$661</u>
Total assets	<u>\$661</u>
Net assets, held in trust for	
Other postemployment benefits	<u>\$661</u>
	<u>Changes in Net Assets</u>
Additions	
Employer contributions	\$372
Net appreciation in fair value	
Of investments	<u>66</u>
Total additions	<u>\$438</u>
Deductions	
Benefits	258
Plan Administration	<u>10</u>
Total deductions	<u>268</u>
Increase in net assets	170
Net assets, October 1, 2008	<u>491</u>
Net assets, September 30, 2009	<u>\$661</u>

## Retiree Health Insurance

*Plan Description.* The City of Arlington administers a single-employer defined benefit health care plan. The plan provides postretirement health care benefits to eligible retirees and their spouses.

An eligible employee can continue their health care coverage in retirement if their age plus service is at least 70 with a minimum age requirement of 50 years and a minimum of ten years of service with the City. Employees hired after December 31, 2005 are not eligible for postretirement health care benefits. As of January 1, 2009, 586 retirees met those eligibility requirements. The City plan has a non-duplication coordination of benefits with Medicare and other primary plans for retirees and/or their dependants.

### Retiree Contributions for Pre-2008 Retirees

For retirees who are below age 65, the City subsidizes the premium rate for the three PPO options with a dollar amount that is based upon a defined percentage of the total premium for the Core Plan. This same dollar amount is the subsidy for the Plus Plan and the Premium Plan as well. The percentage subsidy for the Core Plan varies by years of service at retirement, ranging from 40% to 100%. The percentage subsidy for spouse coverage ranges from 30% to 50% based on years of service. Retirees pay the balance of the total premium rates. The City also subsidizes the AARP Plan K and Secure Horizons premium rates for retirees age 65 and over, and the percentage subsidy varies by years of service.

### Retiree Contributions for January 1, 2008 and After

The subsidy for future retirees will be a defined dollar amount, increasing with trend each year for 15 years. After 15 years, the subsidy will remain fixed. Retirees as of January 1, 2008 are grandfathered and their subsidy will not become fixed after 15 years.

*Funding Policy.* The retirement committee of the City has the authority to establish and amend contribution requirements of the plan. Currently the plan is funded on a pay-as-you-go basis.

*Annual OPEB Cost and Net OPEB Obligation.* The City's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the *annual required contribution of the employer (ARC)*, an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The

following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the plan, and changes in the City's net OPEB obligation (dollar amounts in thousands):

Annual required contribution	\$ 9,025
Interest on net OPEB Obligation	215
Adjustment to annual required contribution	<u>(293)</u>
Annual OPEB cost (expense)	8,947
Contributions made	<u>(2,391)</u>
Increase in net OPEB obligation	6,556
Net OPEB obligation – beginning of year	<u>4,772</u>
Net OPEB obligation – end of year	<u>\$11,328</u>

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2009 are as follows (dollar amounts in thousands):

<u>Year</u>	<u>OPEB</u>	<u>Annual OPEB</u>	<u>OPEB</u>
<u>Ending</u>	<u>Cost</u>	<u>Contribution</u>	<u>Obligation</u>
9/30/09	\$ 8,947	26.72%	\$ 11,328

*Funded Status and Funding Progress.* As of January 1, 2009, the most recent actuarial valuation date, the plan was zero percent funded. The actuarial accrued liability for benefits was \$104.5 million, and the actuarial value of assets was zero, resulting in an unfunded actuarial accrued liability (UAAL) of \$104.5 million. The covered payroll (annual payroll of active employees covered by the plan) was \$106 million, and the ratio of the UAAL to the covered payroll was 98.6 percent.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

*Actuarial Methods and Assumptions.* Projections of benefits for financial reporting purposes are based on the substantive plan, (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long term perspective of the calculations.

Actuarial Valuation Date	1/01/2009
Actuarial Cost Method	Projected Unit Credit
Amortization Method	Level dollar, open
Remaining Amortization Period	30 years
Healthcare inflation rate – medical	9% initial (2009) 5% ultimate (2013)
Healthcare inflation rate – prescription	11% initial (2009) 5% ultimate (2015)

#### **Supplemental Death Benefits Plan**

*Plan Description.* The City of Arlington contributes to the Supplemental Death Benefit Fund (SDBF), a cost-sharing multiple-employer defined benefit group term life insurance plan operated by the Texas Municipal Retirement System (TMRS). This is a separate trust administered by the TMRS Board of Trustees. SDBF provides a death benefit of \$7,500 for retirees. TMRS issues a publicly available financial report that includes financial statements and required supplementary information for SDBF. That report may be obtained from the TMRS website at [www.TMRS.com](http://www.TMRS.com).

*Funding Policy.* Contribution requirements of the participating employers are established and may be amended by the TMRS Board of Trustees. The City is required to contribute at a rate assessed each year by the TMRS Board of Trustees, currently .18 percent of covered payroll. The TMRS Board of Trustees sets the employer contribution rate based on the mortality and service experience of all employees covered by the plan and the demographics specific to the workforce of the City. There is a one-year delay between the actuarial valuation that serves as the basis for the employer contribution rate and the calendar year when the rate goes into effect. Contributions are made monthly based on covered payroll of employee members of the City. Contributions are utilized to fund active member deaths on a pay-as-you-go basis. Any excess contributions over payments then become net assets available for OPEB. The City's contributions to SDBF for the years ended September 30, 2008, 2007, and 2006, were \$258,737, \$282,863, and \$262,378 respectively, which equaled the required contributions each year.

### **8. DEBT AND LIABILITIES**

#### General Short-Term Debt

During fiscal 2005, the City authorized a \$30,000,000 commercial paper program for interim funding of general obligation debt. There were no new issues during fiscal 2009. This debt will mature on various days over the next several months and will be rolled over.

General short-term debt balances and transactions for the year ended September 30, 2009 are as follows (amounts in thousands):

	Balance, October 1, 2008	Additions	Retirements and Other	Balance, September 30, 2009
Commercial Paper	<u>\$22,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$22,000</u>

General Obligation Bonds

General obligation bonds currently outstanding are as follows:

<u>Purpose</u>	<u>Interest Rates</u>	<u>Amount</u>
Governmental activities	2.5% - 6.000%	\$107,840
Governmental activities – refunding	2.5% - 6.375%	<u>113,540</u>
Total governmental		<u>\$221,380</u>

Annual debt service requirements to maturity for general obligation bonds are as follows:

<u>Year Ending September 30</u>	<u>Governmental activities</u>	
	<u>General Obligation</u>	<u>GO Interest</u>
2010	\$ 20,300	\$ 10,294
2011	21,275	9,373
2012	20,750	8,387
2013	20,095	7,399
2014	19,080	6,480
2015-2019	75,735	20,156
2020-2024	33,485	6,355
2025-2028	<u>10,660</u>	<u>1,150</u>
Total	<u>\$221,380</u>	<u>\$69,594</u>

General obligation debt authorized and unissued as of September 30, 2009, amounted to \$36,280,000.

The City received a determination in 2002 by the State of Texas Comptroller's office that the City had received \$2,228,186 in sales tax receipts from the Comptroller's office in error over the past several years. The Comptroller's office agreed to allow the City to repay the excess sales tax revenue interest free over a period of ten years through reduced sales tax allocations from the state. The state began withholding \$18,568 monthly from the City's sales tax allocations beginning in March 2003. The withholding is allocated between the General Fund for \$12,427 per month and the ASFDA for \$6,140 per month. As of September 30, 2009, this liability is reported at \$484,678 in the governmental activities and \$239,481 in the component units of the statement of net assets. Beginning in 2003 sales tax allocations were reduced monthly by the Comptroller's office.

Certificates of Obligation

Annual debt service requirements to maturity for certificates of obligation of the primary government are as follows (amounts in thousands):

<u>Year Ending September 30</u>	<u>Governmental activities</u>	
	<u>Certificates</u>	
	<u>of</u>	<u>CO</u>
	<u>Obligation</u>	<u>Interest</u>
2010	3,580	2,770
2011	2,605	2,609
2012	2,580	2,497
2013	3,120	2,393
2014	3,065	2,269
2015-2019	12,870	9,574
2020-2024	12,670	6,792
2025-2029	12,205	3,758
2030-2033	9,225	1,091
Total	<u>\$ 61,920</u>	<u>\$ 33,753</u>

#### Special Obligation Bonds

The City created the Arlington Sports Facilities Development Authority, Inc. (the "ASFDA"), to promote economic development within and for the City through the development and financing of certain authorized facilities that would improve the availability of recreational and sports opportunities for the citizens of the City and the Dallas-Fort Worth Metroplex.

In 1993, the ASFDA issued \$17,179,900 junior Lien Revenue Bonds, First Series (Non-Interest Bearing Seat Option Bonds) to holders of seat options (the "Texas Rangers Ballpark Bonds") to fund a portion of the Texas Rangers Baseball Club's share of project costs for the Texas Rangers sports facility. The Texas Rangers Ballpark Bonds are limited special obligations of the ASFDA, secured by a subordinated junior lien on the one-dollar ticket surcharge of up to \$2 million annually. The Texas Rangers Ballpark Bonds were paid on December 31, 2008.

In 2005, the City issued \$297,990,000 Dallas Cowboys Complex Special Obligations to fund the City's share of the project costs for the Complex, including \$164,265,000 Dallas Cowboys complex Special Obligation Tax-Exempt Special Tax bonds, Series 2005B (the "Multi-Modal Bonds"). In December 2008, the City issued \$112,185,000 in Special Tax Revenue Bonds, Series 2008 to refund \$104,265,000 of the Series 2005B bonds. The final maturity for these bonds is August 15, 2027 and coupons range from 5.0 percent to 5.5 percent. Interest is payable on these bonds February 15 and August 15 of each year and began on August 15, 2009. Total interest requirements will aggregate \$90,137,187.50. The difference between the reacquisition price and the carrying amount of the debt resulted in a loss of \$7,920,000. In May 2009, the City issued \$62,820,000 in Special Tax Revenue Bonds, Series 2009 to refund the remaining \$60,000,000 of the Series 2005B bonds. The final maturity for these bonds is August 15, 2028 and coupons range from 4.0 percent to 5.0 percent. Interest is payable on these bonds February 15 and August 15 of each year and began on August 15, 2009. Total interest requirements will aggregate \$45,832,715.80. The difference between the reacquisition price and the carrying amount of the debt resulted in a loss of \$2,820,000. The City also terminated its two swap agreements as part of these refundings and no longer has any variable rate bond or swap exposure.

The debt service requirements of the above special obligation debt are as follows (amounts in thousands):

Year Ending September 30	Governmental Activities	
	Principal	Interest
2010	\$ 5,230	\$ 15,177
2011	7,415	14,990
2012	7,695	14,714
2013	8,000	14,392
2014	7,710	14,026
2015-2019	52,220	64,064
2020-2024	80,850	48,040
2025-2029	70,530	24,652
2030-2034	64,130	11,418
	<u>\$303,780</u>	<u>\$221,473</u>

The City has pledged future revenues consisting of one-half cent sales tax, two percent hotel occupancy tax, five percent car rental tax, future stadium base rental revenue of \$2 million per year and five percent of any future naming rights up to a maximum of \$500 thousand annually to repay the Dallas Cowboys Stadium Bonds. Annual principal and interest payments are expected to require 100 percent of these revenues. The total principal and interest remaining to be paid on the Dallas Cowboys Stadium Bonds is \$525,253,000. Principal and interest payments and total pledged revenues for the year ended September 30, 2009 were \$33,095,000 and \$8,664,000, respectively.

#### Revenue Bonds

The City also issues bonds where the government pledges income derived from the operations of the Water and Sewer Fund.

In April 2009, the City issued \$13,760,000 Water and Wastewater System Revenue Refunding Bonds Series 2009. These bonds refunded \$14,225,000 of existing Water and Wastewater System Revenue bonds. The final maturity for Series 2009 is June 1, 2019. Interest is payable on June 1 and December 1 of each year starting December 1, 2009. Total interest requirements of these bonds, with interest rates ranging from 2.0 percent to 5.0 percent aggregate \$3,357,354 as of 9/30/09. The bond proceeds were used to currently refund \$5,450,000 of Series 1997 and \$3,600,000 of Series 1999 and purchase \$5,592,827 of U.S. Government securities which were placed in an irrevocable trust with an escrow agent for the purpose of generating resources for all future debt service payments to advance refund \$5,175,000 of Series 2001, which will be called on June 1, 2011. As a result, the refunded bonds are considered to be legally defeased and the liability is not reflected in the statement of net assets. The refunding was undertaken to reduce total debt service payments by \$1,031,119 and resulted in an economic gain of \$903,022. The difference between the reacquisition price and the carrying amount of the debt resulted in a loss of \$465,000 which has been recorded in the Proprietary Funds' financial statements.

In fiscal 2009, the City issued Water and Sewer Revenue Bonds in the amount of \$17,950,000 for the purpose of expanding the water treatment plant. The bonds were sold to the Texas Water Development Board. These bonds will mature June 2010 to June 2019 at interest rates of .84 percent to 2.55 percent.

The revenue bond debt service requirements to maturity are as follows (amounts in thousands):

Year Ending September 30	Business Activities		Business Activities - TWDB	
	Principal	Interest	Principal	Interest
2010	\$ 8,090	\$ 3,626	\$ 1,900	\$ 310
2011	7,515	3,226	1,900	318
2012	7,165	2,922	1,900	292
2013	6,690	2,636	1,900	264
2014	6,220	2,359	1,900	232
2015-2019	26,570	7,829	8,885	592
2020-2024	16,265	2,705	-	-
2025-2027	3,600	324	-	-
	<u>\$ 82,115</u>	<u>\$25,627</u>	<u>\$18,385</u>	<u>\$2,008</u>

Net revenues of the City's water operations have been pledged for repayment of the City's revenue bonds. The amount of the pledge is equal to the remaining outstanding debt service requirements for these bonds, which were all originally issued to provide funding for construction of the water and wastewater systems. The pledge continues for the life of the bonds. For the year ended September 30, 2009, net pledged revenues for the water enterprise fund was \$46,278,000 and debt service on the revenue bonds was \$11,395,000.

The following is a summary of long-term liability transactions of the City for the year ended September 30, 2009 (amounts expressed in thousands):

	<u>10/1/2008</u>	<u>Increases</u>	<u>Reductions</u>	<u>9/30/2009</u>	<u>Due Within One Year</u>
<b>Governmental activities:</b>					
General obligation debt	\$242,920	\$ -	(\$21,540)	\$221,380	\$20,300
Special tax revenue debt	297,990	175,005	(169,215)	303,780	5,230
Certificates of obligation	65,610	-	(3,690)	61,920	3,580
Premium on general bonds	4,490	-	(625)	3,865	-
Premium on special bonds	6,110	-	(378)	5,732	-
Deferred loss on refunding	(1,931)	-	540	(1,391)	-
Deferred loss on special bond refund	-	( 3,436)	139	(3,297)	-
Discount on special bonds	-	(4,130)	144	(3,986)	-
Net governmental bonds payable	<u>615,189</u>	<u>167,439</u>	<u>(194,625)</u>	<u>588,003</u>	<u>29,110</u>
Compensated absences	28,163	2,097	(1,572)	28,688	1,481
Capital leases	1,490	16	(755)	751	326
Arbitrage liability	183	10	-	193	-
Claims	8,302	6,186	(4,740)	9,748	5,485
Landfill closure	5,645	647	-	6,292	-
Sales tax	634	-	(149)	485	149
Net other post-employ benefit oblg.	4,772	6,556	-	11,328	-
Net pension oblg.	-	7,288	-	7,288	-
Total governmental long-term liabilities	<u>\$664,378</u>	<u>\$190,239</u>	<u>(\$201,841)</u>	<u>\$652,776</u>	<u>\$36,551</u>
<b>Business-type activities:</b>					
Water and sewer bonds	\$93,105	\$31,710	(\$24,315)	\$100,500	\$9,990
Premium on water and sewer bonds	-	1,113	(186)	927	-
Deferred loss on refunding	(381)	(766)	127	(1,020)	-
Net water and sewer bonds payable	<u>92,724</u>	<u>32,057</u>	<u>(24,374)</u>	<u>100,407</u>	<u>9,990</u>
Compensated Absences	<u>1,916</u>	<u>235</u>	<u>(137)</u>	<u>2,014</u>	<u>147</u>
Total business-type long term liabilities	<u>\$94,640</u>	<u>\$32,292</u>	<u>(\$24,511)</u>	<u>\$102,421</u>	<u>\$10,137</u>
<b>Component units:</b>					
Special obligation debt	\$17,180	\$ -	(\$17,180)	\$ -	\$ -
Sales tax payable	<u>313</u>	<u>-</u>	<u>(73)</u>	<u>240</u>	<u>74</u>
Total component unit long-term debt	<u>\$17,493</u>	<u>\$ -</u>	<u>(\$17,253)</u>	<u>\$ 240</u>	<u>\$ 74</u>

## 9. PRIOR YEAR BOND REFUNDINGS

In prior years, the City legally defeased certain general obligation, revenue, and other bonds by placing cash and/or proceeds of refunding bond issues in an irrevocable trust to provide for all future debt service payments on the refunded bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the City's report. As of September 30, 2009, previously defeased debt still outstanding amounted to \$25,160,000.

## **Derivative Instruments**

During fiscal 2009, the City refunded all \$164,265,000 Dallas Cowboys Complex Special Obligation Tax-Exempt Special Tax Bonds, Series 2005B (the "multi-Modal Bonds") with fixed rate debt (see Note 3) and terminated all associated swap agreements. Swap termination payments were made totaling \$10,885,000.

## **10. INTERFUND TRANSACTIONS**

A summary of interfund receivables and payables at September 30, 2009, is as follows (amounts in thousands):

<u>Fund</u>	<u>Interfund Receivables</u>	<u>Interfund Payables</u>
General Fund	\$4,130	\$ -
Nonmajor Funds	-	4,130
	<u>\$4,130</u>	<u>\$4,130</u>

The General Fund receivable represents cash provided to nonmajor funds and will be reimbursed in 2010.

Transfers between funds during the year were as follows (amounts in thousands):

	<u>Transfers Out</u>	<u>Transfers In</u>
Major Governmental Funds:		
General Fund	\$ 10,246	\$ 16,606
Debt Service Fund	-	6,173
Street Capital Projects	1,790	-
Stadium Venue Fund	<u>2,148</u>	-
Total Major Governmental Funds	14,184	22,779
Water and Sewer Fund	14,840	-
Storm Water Utility	610	4,172
Nonmajor Funds	12,758	14,728
Internal Service Funds	<u>3,300</u>	<u>4,013</u>
Total All Funds	<u>\$45,692</u>	<u>\$45,692</u>

The combined Water and Sewer, and Convention and Event Services transferred \$4,089,000 to the General Fund to cover their budgeted indirect costs.

The General Fund transferred \$9,459,000 to Street Maintenance Fund, Special Transportation (Handitran), Arlington Property Finance Authority, Parks Performance Fund and other special revenue funds to cover budgeted operating expenses.

The other General Fund transfers were to cover budgeted operating expenses in other funds.

The Debt Service Fund received transfers of \$4,283,000 from the Convention and Event Services, Water and Sewer, Park Performance Funds, Park Capital Projects and Stadium Funds to cover debt service repayments.

## **11. MUNICIPAL SOLID WASTE LANDFILL CLOSURE AND POST-CLOSURE CARE COSTS**

The City accounts for its landfill closure and post-closure care costs in accordance with GASB No. 18, "Accounting for Municipal Solid Waste Landfill Closure and Post-Closure Care Costs."

State and federal laws and regulations require the City to place a final cover on its municipal landfill site when it stops accepting waste and to perform certain maintenance functions at the site for thirty years after closure. Although closure and post-closure care costs will be paid only near or after the date that the landfill stops accepting waste, the City reports a portion of the closure and post-closure care costs as a liability on the Statement of Net Assets in each period based on landfill capacity used as of each balance sheet date. This liability is offset by an asset recorded for a trust account established for the purpose of

paying the closure and post-closure costs as more fully described below. In 2004 the City received a permit for vertical expansion which increased the capacity and the life of the landfill. The \$6,292,000 reported as a landfill closure and post-closure accrued liability at September 30, 2009, represents the cumulative amount reported to date based on the use of approximately 73 percent of the estimated capacity of the active cells of the landfill. The City will recognize the remaining estimated cost of closure and post-closure care of \$2,380,000 as the remaining capacity is filled. These amounts are based on what it would cost to perform all closure and post-closure care in 2009. The City expects to close the landfill in 2028. Actual costs may change due to inflation, changes in technology, or changes in regulations.

On March 18, 2005, the City entered into a contract with Republic Waste Services of Texas, Ltd. (Republic) for a 20 year renewable operating lease of the landfill. The City received an initial payment of \$15 million. The remaining balance of deferred revenue of \$7,088,000 will be amortized over the life of the lease. Republic is responsible for the funding of monthly contributions to a trust account that will pay closure and post-closure costs as required by state and federal laws and regulations. Republic is in compliance with these requirements and at September 30, 2009, cash and cash equivalents are held for these purposes.

## 12. COMMITMENTS AND CONTINGENCIES

### Trinity River Authority

The City entered into a 50 year contract dated October 10, 1973, with the Trinity River Authority (TRA) whereby the TRA agrees to provide supplemental sewage treatment for consideration. Payments by the City are based on metered usage, at rates designed to charge the City a pro rata share of the TRA's annual operating and maintenance expenses, and principal and interest requirements on bonds issued by the TRA.

### Grant Audits

The City receives federal and state grants for specific purposes that are subject to review and audit by the grantor agencies. Such audits could lead to requests for reimbursement to the grantor agency for expenditures disallowed under terms of the grant. City management believes such disallowances, if any, would be insignificant.

### Construction Commitments

The City has various active construction projects as of September 30, 2009. The projects include street construction, park construction, police construction, traffic construction, and the construction of water and sewer facilities. At year-end the City's commitments with contractors are as follows (amounts in thousands):

<u>Project</u>	<u>Spent-to-Date</u>	<u>Remaining Commitment</u>
Street Construction	\$ 63,884	\$ 10,308
Park Construction	17,012	4,598
Police Construction	-	15
Traffic Construction	7,564	279
Water and Sewer Construction	88,005	8,269
Stadium Venue	-	435
	<u>\$ 176,465</u>	<u>\$ 23,904</u>

The street, police and traffic construction projects are funded primarily by permanent improvement bonds proceeds. The park construction projects are funded by permanent improvement bond proceeds, certificate of obligation proceeds, and park fee revenues. Water and sewer construction projects are funded by revenue bond proceeds and cash from operating revenues of the water and sewer system.

### Litigation

The City is currently involved in an employment lawsuit wherein the plaintiff alleges that his termination violated the Family Medical Leave Act. The case was tried by jury in April 2004. Judgment in the amount

of \$1.1 million was rendered against the City for violation of the FMLA. The case was appealed to the Fifth Circuit. On June 30, 2006, the Fifth Circuit affirmed the liability portion of the judgment and remanded the damages portion to the district court to apply an offset for benefits received from the City. Meanwhile, it was learned that the plaintiff filed bankruptcy prior to his appeal and failed to disclose the trial court judgment to the bankruptcy court. The bankruptcy case was re-opened and the bankruptcy trustee now has control of the plaintiff's claim. The District Court found that the plaintiff is judicially estopped from pursuing the judgment but the trustee can pursue the claim to the extent of the bankruptcy estate. Further, although after an evidentiary hearing, the Judge reduced the plaintiff's damages to \$357,000, he awarded attorneys' fees of \$695,357. Both sides have appealed the Judge's rulings to the Fifth Circuit Court of Appeals. Damages in the event of failing to prevail on the legal issues are anticipated to exceed \$1,000,000. Oral arguments were presented to the Fifth Circuit on September 2, 2009.

The City is currently involved in an American with Disabilities Act discrimination lawsuit in which six wheel chair bound plaintiffs allege that they are discriminated against because of the condition of curb ramps and sidewalks in the public rights of way in the City of Arlington. The City contends that the City is in compliance with the ADA. The City's motion to dismiss was granted and the case was appealed to the 5<sup>th</sup> Circuit. The 5<sup>th</sup> Circuit reversed the dismissal but applied a limitations period of two years. Thus, under the 5<sup>th</sup> Circuit's analysis, Arlington would only be responsible for non-compliant sidewalks or curbs constructed in the last two years which would be virtually none. However, both sides have filed a motion for rehearing as Arlington does not believe the analysis regarding sidewalks being a program under the ADA is correct and the plaintiffs are contesting the two year statute of limitations. The probability of an unfavorable outcome is remote.

Various claims and lawsuits are pending against the City. In the opinion of City management, the potential losses, in excess of APFA limitations (see Note 13) of insurance coverage, if any, on all claims will not have a materially adverse effect on the City's financial position, as a whole.

### **13. RISK MANAGEMENT**

The City's risk management activities are administered through various internal service funds.

#### Arlington Property Finance Authority (APFA)

The APFA was created for the purpose of acting on the City's behalf in financing various governmental programs as prescribed by ordinance or resolution of the City Council. In October 1986, the City Council adopted an ordinance to establish the City's Self-insurance and Risk Management Program (the "Program"). The purpose of the Program is to provide the City a defined and funded self-insurance program for bodily injury, property damage, personal injury, advertising injury, and regulatory injury.

Annual transfers from the General Fund and the Water Fund based on actuarial projections of Ultimate Losses, are made to support the program. Under the Program Ordinance, the annual surplus on deposit in the APFA Fund may be withdrawn upon order of the City's APFA Claims Board and used for any lawful purpose. The payments out of the APFA Fund for all purposes cannot exceed \$1,000,000 per occurrence and \$3,000,000 in aggregate in one annual period. Should claims exceed this amount, the excess claims are to be funded by other available City resources.

The APFA claims liabilities are actuarially determined annually to include the effects of specific incremental claims, adjustment expenses, and if probable and material, salvage and subrogation. The actuarially determined liabilities are reported at their present values using an expected future investment yield assumption of 1.0 percent. These liabilities are reported in the accompanying financial statements at their present value of approximately \$2,748,000 at September 30, 2009.

#### Workers' Compensation

The City's workers' compensation plan provides City employees with workers' compensation insurance through the Workers' Compensation Fund (the "WCF"). Under this program, the WCF provides coverage for up to a maximum of \$500,000 per claim. The City purchases commercial insurance for claims in excess of coverage provided by the WCF. No settlements have utilized this commercial insurance coverage for the past three years. All City departments participate in the workers' compensation program. Payments to the WCF from such departments are based on actuarial estimates of the amounts needed to pay prior and current year claims and related administrative expenses. The WCF claims liabilities are

actuarially determined annually to take into consideration recently settled claims, the frequency of claims and other economic and social factors. The actuarially determined liabilities are reported at their present values using an expected future investment yield assumption of 1.0 percent. These liabilities are reported in the accompanying financial statements at their present value of approximately \$5,306,000 at September 30, 2009.

#### Group Health

Group medical benefits are paid through the Group Health Fund. Revenues are recognized from payroll deductions and from City contributions for employee and dependent coverage.

The year-end liability for incurred but not reported claims is reported in the accompanying financial statements at the present value of approximately \$1,694,000 at September 30, 2009.

Changes in the balances of claims liabilities during fiscal 2009 and 2008 were as follows (amounts in thousands):

	Workers' Compensation		Health		APFA	
	2009	2008	2009	2008	2009	2008
Unpaid claims Oct 1	\$ 4,479	\$ 4,699	\$ 1,600	\$ 2,315	\$ 2,223	\$ 2,578
Incurred Claims (including IBNRs and changes in estimates)	3,536	1,581	15,651	14,655	1,194	(183)
Claim payments	<u>(2,709)</u>	<u>(1,801)</u>	<u>(15,557)</u>	<u>(15,370)</u>	<u>(669)</u>	<u>(172)</u>
Unpaid Claims Sept 30	<u>\$ 5,306</u>	<u>\$ 4,479</u>	<u>\$ 1,694</u>	<u>\$ 1,600</u>	<u>\$ 2,748</u>	<u>\$ 2,223</u>

#### **14. LEASES**

##### A. As Lessee

As lessee, the City is committed under various leases for data processing and office equipment. These leases are considered for accounting purposes to be capital leases. The liability for future capital lease payments totals approximately \$751,000 and is reported as capital lease obligations current liabilities (approximately \$326,000) and capital lease obligations non-current liabilities (approximately \$425,000) in the General Services Fund and the Court Technology Fund.

Future minimum lease payments for capital leases including interest and principal are as follows (amounts in thousands):

<u>Year ending</u> <u>September 30, 2009</u>	<u>Rental</u> <u>Payments</u>
2010	\$448
2011	268
2012	70
2013	<u>17</u>
Total minimum future lease payments	803
Less: Amount representing interest	<u>(52)</u>
Present value of net minimum lease payments	<u>\$751</u>

The City's investment in equipment under capital lease arrangements as of September 30, 2009 is \$3,363,000.

## B. As Lessor

Effective October 1, 1983, the City entered into a contract to lease a tract of land for the purpose of constructing and developing a hotel. The term of the lease is for an initial period of fifty years with renewal options for two additional terms of fifteen years each. The rental payments are based upon a percentage (ranging from 1.0 percent - 1.75 percent) of gross revenues (as defined in the agreement) through December 31, 2006. After December 31, 2006, the lessee shall pay the total annual rent of \$250,000. For each year thereafter the lessee shall pay an annual rent amount equal to the previous year's rent plus an increase not to exceed the effective percentage change in the Consumer Price Index (Specifically CPI-U for Dallas-Fort Worth region) for the previous 12 month period. Total rental payments received in 2009 were approximately \$265,667.

### **15. DISPUTE SETTLEMENT AGREEMENT**

On April 27, 1999, the ASFDA and the City entered into a Dispute Settlement Agreement and Agreement Not To Pursue Claim (the "Dispute Settlement Agreement") with the Texas Rangers baseball club (the "Rangers"). The Dispute Settlement Agreement relates to the amount of costs of acquiring certain tracts of land for the Project, which the ASFDA and the City alleged should be paid by the Rangers (the "Claim").

The Dispute Settlement Agreement requires the Rangers to make annual installment payments, without interest, to the Authority on or before December 31 of each year as follows:

<u>Year</u>	<u>Amount</u>
2009	\$ 800,000
2010	900,000
2011	1,000,000
2012	1,000,000
2013	1,000,000
2014 to 2018	5,000,000
2019 to 2023	5,000,000
2024	<u>1,000,000</u>
	15,700,000
Less Discount	<u>5,193,000</u>
	<u>\$10,507,000</u>

The total is reported as a settlement agreement receivable by the ASFDA. The payment in 2024 is due on or before March 1. By entering into this agreement, the ASFDA and the City agreed to release and discharge the Rangers from the Claim.

### **16. CAPITAL LEASE**

A lease agreement was executed on June 23, 1992 between the Texas Rangers, Ltd. (the Rangers) and the ASFDA for the Ballpark Complex Development (the Facility). The lease is a triple net lease to the Rangers, with the Rangers retaining all concession and signage rights. The Rangers agreed to pay a base rent of \$2,000,000 per year for the 30-year term of the lease. Upon retirement or defeasance of the debt, the Rangers have the option to purchase the Facility, excluding the linear park, at a cost of \$60,000,000, with full credit given for all base and additional rents paid, as well as up to \$1,500,000 annual credit for maintenance costs paid on the Facility by the Rangers. If the purchase option is exercised, the Rangers are committed to play baseball in the City for ten additional years.

Pursuant to applicable accounting standards, the lease of the Facility to the Rangers has been accounted for as a capital lease in the component unit, ASFDA. Accordingly, a lease receivable has been established representing the future expected lease proceeds and the capital assets have been removed from the accounts of the ASFDA. As of September 30, 2009 the lease receivable balance was \$17,220,963.

Minimum future rentals are as follows:

September 30

2010	\$ 2,000,000
2011	2,000,000
2012	2,000,000
2013	2,000,000
2014	2,000,000
2015-2019	10,000,000
2020-2024	<u>9,055,556</u>
	29,055,556
Less Discount	<u>11,834,593</u>
Minimum future lease rentals	<u>\$17,220,963</u>

**17. CONDENSED COMPONENT UNIT INFORMATION**

The City includes five component units in its reporting entity (see note I.B.). Condensed component unit information for the year ended September 30, 2009, for all discretely presented component units is as follows (amounts in thousands):

Condensed Schedule of Net Assets

	Arlington Sports Facilities Development Authority, Inc.	Arlington Tomorrow Foundation	Housing Authority	Other Discretely Presented Component Units	Total Discretely Presented Component Units
Current and other assets	\$28,239	\$56,223	\$ 5,678	\$801	\$ 90,941
Capital assets	<u>1,041</u>	-	<u>469</u>	<u>199</u>	<u>1,709</u>
Total assets	<u>29,280</u>	<u>56,223</u>	<u>6,147</u>	<u>1,000</u>	<u>92,650</u>
Long-term liabilities outstanding	166	-	-	-	166
Other liabilities	<u>74</u>	<u>3,672</u>	<u>836</u>	<u>272</u>	<u>4,854</u>
Total liabilities	<u>240</u>	<u>3,672</u>	<u>836</u>	<u>272</u>	<u>5,020</u>
Net assets:					
Invested in capital assets, net of related debt	1,041	-	469	196	1,706
Restricted	-	52,551	-	-	52,551
Unrestricted	<u>27,999</u>	-	<u>4,842</u>	<u>532</u>	<u>33,373</u>
Total net assets	<u>\$29,040</u>	<u>\$52,551</u>	<u>\$5,311</u>	<u>\$728</u>	<u>\$87,630</u>

Condensed Schedule of Activities

	Arlington Sports Facilities Development Authority, Inc.	Arlington Tomorrow Foundation	Housing Authority	Other Discretely Presented Component Units	Total Discretely Presented Component Units
Expenses	\$ 3,221	\$1,101	\$25,558	\$4,202	\$34,082
Program Revenues:					
Charges for services	1,510	15,102	-	3,858	20,470
Operating grants and contributions	-	-	22,737	67	22,804
Capital grants and Contributions	-	-	-	-	-
Net Program (Expense) Revenue	<u>(1,711)</u>	<u>14,001</u>	<u>(2,821)</u>	<u>(277)</u>	<u>9,192</u>
Interest Revenues	1,478	1,462	149	10	3,099
Other NonTax General Revenues	<u>483</u>	<u>323</u>	<u>875</u>	<u>3</u>	<u>1,684</u>
Change in Net Assets	250	15,786	(1,797)	(264)	13,975
Net Assets, October 1,	<u>28,790</u>	<u>36,765</u>	<u>7,108</u>	<u>992</u>	<u>73,655</u>
Net Assets, September 30	<u>\$29,040</u>	<u>\$52,551</u>	<u>\$ 5,311</u>	<u>\$ 728</u>	<u>\$87,630</u>

Conduit Debt - Mortgage Revenue Bonds

The Arlington Housing Finance Corporation issues Single Family Revenue Bonds. The proceeds of the bonds are placed in trust to be used for the origination of qualifying single-family mortgages or to refund, at any time, bonds previously issued by Arlington Housing Finance Corporation. The bonds are to be paid only from the funds placed in trust, and these funds can be used only for purposes specified in the bond indenture. Arlington Housing Finance Corporation is liable to the bondholders only to the extent of the related revenues and assets pledged under the indenture. Therefore, these transactions are accounted

for as conduit debt, and the principal amount of the bonds outstanding and assets held by the trustee are not reflected on the face of the financial statements.

At September 30, 2009, outstanding conduit debt was as follows:

<u>Bond Series</u>	<u>Original Issue Amount</u>	<u>Outstanding Amount</u>
Arlington 03B	\$ 12,375,000	\$ 3,503,540
Arlington 06	12,857,000	11,435,101
Total	<u>\$25,232,000</u>	<u>\$14,938,641</u>

**18. SUBSEQUENT EVENTS**

In October 2009, the City issued Permanent Improvement and Refunding Bonds, Series 2009 of \$29.4 million with an interest rate of 3.55 percent and serial maturities through FY 2029 for various permanent public improvements in the City and to refund a portion of the City's commercial paper. The City also issued Combination Tax and Revenue Certificates of Obligation, Series 2009A of \$6.9 million with an interest rate range of 1.0 to 4.0 percent and serial maturities through FY 2016 and Combination Tax and Revenue Certificates of Obligation Series 2009B with an interest rate range of 2.0 percent to 2.20 percent and serial maturities through FY 2016 for various permanent improvements in the City.

**CITY OF ARLINGTON, TEXAS  
 BUDGETARY COMPARISON SCHEDULE  
 GENERAL FUND (BUDGETARY BASIS)  
 FOR THE YEAR ENDED SEPTEMBER 30, 2009 (Unaudited)  
 (AMOUNTS EXPRESSED IN THOUSANDS)**

	Budgeted Amounts		Actual Amounts			Variance with Final Budget- Positive (Negative)
	Original	Final	Actual	Adjustments to Budgetary Basis	Actual on Budgetary Basis	
<b>REVENUES</b>						
Taxes	\$ 133,022	\$ 133,022	\$ 127,404	\$ 3,350	\$ 130,754	\$ (2,268)
Licenses and permits	5,260	5,260	5,881	-	5,881	621
Utility franchise fees	31,535	31,535	25,038	6,195	31,233	(302)
Fines and forfeitures	11,474	11,474	12,949	-	12,949	1,475
Leases, rents and concessions	8,095	8,095	9,020	800	9,820	1,725
Service charges	7,403	7,403	4,371	3,018	7,389	(14)
Interest revenue	2,659	2,659	1,508	-	1,508	(1,151)
Other revenue	20	20	827	(800)	27	7
Net increase (decrease) in the fair value of investments	-	-	346	(346)	-	-
<b>Total Revenues</b>	<u>199,468</u>	<u>199,468</u>	<u>187,344</u>	<u>12,217</u>	<u>199,561</u>	<u>93</u>
<b>EXPENDITURES</b>						
Current-						
General government	37,226	37,226	34,513	(94)	34,419	2,807
Public safety	118,313	118,313	116,517	1,175	117,692	621
Public works	27,376	27,376	25,118	1,381	26,499	877
Public health	1,660	1,660	1,892	(3)	1,889	(229)
Parks and recreation	13,941	13,941	13,572	237	13,809	132
Capital outlay	-	-	-	-	-	-
<b>Total Expenditures</b>	<u>198,516</u>	<u>198,516</u>	<u>191,612</u>	<u>2,696</u>	<u>194,308</u>	<u>4,208</u>
<b>Excess (Deficiency) Of Revenues Over (Under) Expenditures</b>	<u>952</u>	<u>952</u>	<u>(4,268)</u>	<u>9,521</u>	<u>5,253</u>	<u>4,301</u>
<b>OTHER FINANCING SOURCES (USES)</b>						
Transfers in	8,528	8,528	16,606	(8,745)	7,861	(667)
Transfers out	(9,459)	(9,459)	(10,246)	337	(9,909)	(450)
<b>Total Other Financing Sources (Uses)</b>	<u>(931)</u>	<u>(931)</u>	<u>6,360</u>	<u>(8,408)</u>	<u>(2,048)</u>	<u>(1,117)</u>
<b>Net Change In Fund Balances</b>	<u>21</u>	<u>21</u>	<u>2,092</u>	<u>1,113</u>	<u>3,205</u>	<u>3,184</u>
<b>Fund Balances, October 1</b>	<u>56,189</u>	<u>56,189</u>	<u>56,189</u>	<u>-</u>	<u>56,189</u>	<u>-</u>
<b>Fund Balances, September 30</b>	<u>\$ 56,210</u>	<u>\$ 56,210</u>	<u>\$ 58,281</u>	<u>\$ 1,113</u>	<u>\$ 59,394</u>	<u>\$ 3,184</u>

**CITY OF ARLINGTON, TEXAS  
 REQUIRED SUPPLEMENTARY INFORMATION  
 SCHEDULE OF FUNDING PROGRESS - TMRS  
 LAST THREE FISCAL YEARS (Unaudited)**

The following table discloses certain three-year historical trend information presenting the City's progress in accumulating sufficient assets to pay benefits when due (amounts expressed in thousands, except for percentages):

<b>Actuarial Valuation Date</b>	<b>Actuarial Value of Assets</b>	<b>Actuarial Accrued Liability (AAL) Unit Credit</b>	<b>Unfunded AAL (UAAL)</b>	<b>Funded Percent</b>	<b>Annual Covered Payroll</b>	<b>UAAL as a Percentage of Covered Payroll</b>
12/31/06	\$342,766	\$466,521	\$(123,755)	73.5%	\$128,574	96.3%
12/31/07	348,785	569,404	(220,619)	61.3%	130,958	168.5%
12/31/08	360,029	594,442	(234,413)	60.6%	143,791	163.0%

**CITY OF ARLINGTON, TEXAS  
 REQUIRED SUPPLEMENTARY INFORMATION  
 SCHEDULE OF FUNDING PROGRESS - PART-TIME DEFERRED INCOME TRUST  
 LAST THREE FISCAL YEARS (Unaudited)**

The following table discloses certain three-year historical trend information (amounts expressed in thousands, except for percentages):

<b>Actuarial Valuation Date</b>	<b>Actuarial Value of Assets</b>	<b>Actuarial Accrued Liability (AAL) Entry Age</b>	<b>Excess Funded AAL (EAAL)</b>	<b>Funded Percent</b>	<b>Annual Covered Payroll</b>	<b>EAAL as a Percentage of Covered Payroll</b>
7/1/06	\$ 1,270	\$1,056	\$214	120.3%	\$2,558	8.4%
7/1/07	1,485	1,156	329	128.5%	3,328	9.9%
7/1/08	1,616	1,255	361	128.8%	4,097	8.8%

**CITY OF ARLINGTON, TEXAS  
 REQUIRED SUPPLEMENTARY INFORMATION  
 SCHEDULE OF FUNDING PROGRESS - DISABILITY INCOME PLAN  
 LAST THREE FISCAL YEARS (Unaudited)**

The following table discloses certain three-year historical trend information (amounts expressed in thousands, except for percentages):

<b>Actuarial Valuation Date</b>	<b>Actuarial Value of Assets</b>	<b>Actuarial Accrued Liability (AAL) Entry Age</b>	<b>Funded Ratio</b>	<b>Unfunded AAL (UAAL)</b>	<b>Annual Covered Payroll</b>	<b>UAAL as a Percentage of Covered Payroll</b>
7/1/07	\$349	\$2,633	13.3%	\$(2,284)	\$105,480	2.2%
7/1/08	482	2,734	17.6%	(2,252)	117,128	1.9%
7/1/09	581	2,770	21.0%	(2,189)	122,952	1.8%

**CITY OF ARLINGTON, TEXAS  
 REQUIRED SUPPLEMENTARY INFORMATION  
 SCHEDULE OF FUNDING PROGRESS – POSTEMPLOYMENT HEALTHCARE PLAN  
 LAST FISCAL YEAR (Unaudited)**

The following table discloses certain historical trend information (amounts expressed in millions, except for percentages):

<b>Actuarial Valuation Date</b>	<b>Actuarial Value of Assets</b>	<b>Actuarial Accrued Liability (AAL) Entry Age</b>	<b>Funded Ratio</b>	<b>Unfunded AAL (UAAL)</b>	<b>Annual Covered Payroll</b>	<b>UAAL as a Percentage of Covered Payroll</b>
1/1/07	0	\$101.8	0%	\$101.8	\$138.0	73.8%
1/1/09	0	\$104.5	0%	\$104.5	\$106.0	98.6%

An actuarial valuation was not performed as of 1/1/2008.

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**APPENDIX C**

**FORM OF OPINION OF BOND COUNSEL**

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[Form of Bond Counsel Opinion]

[Closing Date]

\$21,515,000

CITY OF ARLINGTON, TEXAS  
WATER AND WASTEWATER SYSTEM REVENUE AND REFUNDING BONDS  
SERIES 2010

WE HAVE represented the City of Arlington, Texas (the “Issuer”) as its bond counsel in connection with an issue of bonds (the “Bonds”) described as follows:

CITY OF ARLINGTON, TEXAS, WATER AND WASTEWATER  
SYSTEM REVENUE AND REFUNDING BONDS, SERIES 2010, dated  
June 15, 2010, in the principal amount of \$21,515,000.

The Bonds mature, bear interest, are subject to redemption prior to maturity and may be transferred and exchanged as set out in the Bonds and in the ordinance adopted by the City Council of the Issuer authorizing their issuance (the “Ordinance”).

WE HAVE represented the Issuer as its bond counsel for the purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas and with respect to the exclusion of interest on the Bonds from gross income for federal income tax purposes. We have not investigated or verified original proceedings, records, data or other material, but have relied solely upon the transcript of proceedings described in the following paragraph. We have not assumed any responsibility with respect to the financial condition or capabilities of the Issuer or the disclosure thereof in connection with the sale of the Bonds. Our role in connection with the Issuer’s Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

IN OUR CAPACITY as bond counsel, we have participated in the preparation of and have examined a transcript of certified proceedings pertaining to the Bonds, on which we have relied in giving our opinion. The transcript contains certified copies of certain proceedings of the Issuer; an escrow agreement (the “Escrow Agreement”) between the

Issuer and Wells Fargo Bank, N.A., as escrow agent (the “Escrow Agent”); a report (the “Report”) of Grant Thornton LLP, Certified Public Accountants (the “Verification Agent”), verifying the sufficiency of the deposits made with the Escrow Agent for defeasance of the bonds being refunded (the “Refunded Bonds”) and the mathematical accuracy of certain computations of the yield on the Bonds and obligations acquired with the proceeds of the Bonds; and customary certificates of officers, agents and representatives of the Issuer, and other public officials; and other certified showings relating to the authorization and issuance of the Bonds. We have also examined such applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), court decisions, United States Department of the Treasury regulations, and rulings of the Internal Revenue Service (the “Service”) as we have deemed relevant. We have also examined executed Bond No. 1 of this issue.

BASED ON SUCH EXAMINATION, IT IS OUR OPINION THAT:

- (A) The transcript of certified proceedings evidences complete legal authority for the issuance of the Bonds in full compliance with the Constitution and laws of the State of Texas presently effective and, therefore, the Bonds constitute valid and legally binding obligations of the Issuer;
- (B) The Bonds are payable from and secured by a lien on and pledge of the Net Revenues of the Issuer’s water and wastewater system, as defined and described in the Ordinance; and
- (C) Firm banking and financial arrangements have been made for the discharge and final payment of the Refunded Bonds pursuant to the Escrow Agreement, and therefore, the Refunded Bonds are deemed to be fully paid and no longer outstanding except for the purpose of being paid from the funds provided therefor in such Escrow Agreement.

THE RIGHTS OF THE OWNERS of the Bonds are subject to the applicable provisions of the federal bankruptcy laws and any other similar laws affecting the rights of creditors of political subdivisions generally, and may be limited by general principles of equity which permit the exercise of judicial discretion.

IT IS OUR FURTHER OPINION THAT:

- (1) Interest on the Bonds is excludable from gross income for federal income tax purposes under existing law; and
- (2) The Bonds are not “private activity bonds” within the meaning of the Code, and interest on the Bonds is not subject to the alternative minimum tax on individuals and corporations, except that interest on the Bonds may be included in the “adjusted current earnings” of a corporation (other than any S corporation, regulated investment

company, REIT or REMIC) for purposes of computing its alternative minimum tax liability.

In providing such opinions, we have relied on representations of the Issuer, the Issuer's Financial Advisor and the Underwriters with respect to matters solely within the knowledge of the Issuer, the Issuer's Financial Advisor and the Underwriters, respectively, which we have not independently verified, and have assumed continuing compliance with the covenants in the Ordinance pertaining to those sections of the Code that affect the exclusion from gross income of interest on the Bonds for federal income tax purposes. We have further relied on the Report of the Verification Agent regarding the mathematical accuracy of certain computations. If such representations or the Report are determined to be inaccurate or incomplete or the Issuer fails to comply with the foregoing provisions of the Ordinance, interest on the Bonds could become includable in gross income from the date of original delivery, regardless of the date on which the event causing such inclusion occurs.

Except as stated above, we express no opinion as to any federal, state or local tax consequences resulting from the ownership of, receipt of interest on, or disposition of the Bonds.

Owners of the Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, and individuals otherwise qualifying for the earned income credit. In addition, certain foreign corporations doing business in the United States may be subject to the "branch profits tax" on their effectively-connected earnings and profits (including tax-exempt interest such as interest on the Bonds).

The opinions set forth above are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement these opinions to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective. Moreover, Bond Counsel's opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state and local obligations is includable in gross income for federal income tax purposes. No assurance can be given as to whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the Issuer as the taxpayer. We observe that the Issuer has covenanted in the Ordinance not to take any action, or omit to take any action within its control, that if taken or omitted,

respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.



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